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Press Release

ASKA Pharmaceutical Holdings Co., Ltd.

Notice Concerning Disposal of Treasury Shares as Remuneration for Restricted Stock

TOKYO, July 13, 2026 - ASKA Pharmaceutical Holdings Co., Ltd. (TSE: 4886, Head Office: Minato-ku, Tokyo / President, Representative Director: Sohta Yamaguchi, hereinafter the "Company") hereby announces that, at the meeting of its Board of Directors held on July 13, 2026 (the "Allotment Resolution Date"), the Company resolved to dispose of its treasury shares (the "Disposal of Treasury Shares" or the "Disposal") as described below.

1. Overview of the Disposal

(1) **Disposal date**	August 12, 2026
(2) **Class and number of shares to be disposed of**	Common stock of the Company: 53,600 shares
(3) **Disposal price**	2,259 yen per share
(4) **Total disposal amount**	121,082,400 yen
(5) **Allottees, number thereof and number of shares to be disposed of**	Members of the Board of Directors of the Company (excluding Board Members who are Audit and Supervisory Committee Members): 10 persons, 32,000 shares (of which Outside Directors: 5 persons, 2,000 shares) Corporate Officer of the Company not concurrently serving as a Member of the Board of Directors: 1 person, 1,600 shares Members of the Board of Directors of the Company's subsidiaries: 3 persons, 6,700 shares Corporate Officers of the Company's subsidiaries: 8 persons, 13,300 shares
(6) Other matters	An Extraordinary Report has been filed pursuant to the Financial Instruments and Exchange Act in connection with the Disposal of Treasury Shares.

2. Purpose and Reason for the Disposal

At the meeting of the Board of Directors held on May 17, 2021, the Company resolved to introduce a restricted share remuneration plan (the "Plan") as a new remuneration plan for the purpose of providing Board Members of the Company, excluding Outside Directors, with a sustainable incentive to enhance corporate value and of sharing shareholder value. At the Extraordinary General Meeting of Shareholders held on June 24, 2021, approval was obtained for the payment of monetary compensation claims of up to 100 million yen per year to Board Members of the Company, excluding Outside Directors, as remuneration for restricted stock (the "Restricted Share Remuneration") to be contributed as property in kind for the acquisition of restricted stock under the Plan, and for the transfer restriction period for the restricted stock to be a period determined by the Board of Directors of the Company ranging from 10 to 50 years.

As part of a review of the Company's remuneration plan for officers, the Company has partially revised the Plan applicable to Board Members, excluding Board Members who are Audit and Supervisory Committee Members and Outside Directors (hereinafter, "Eligible Board Members (1)"), for the purpose of further sharing value with shareholders and providing an incentive to sustainably enhance the Company's corporate value. In addition, for the purpose of further sharing value with shareholders and maximizing management supervisory functions aimed at enhancing corporate value, the Company has newly added Outside Directors of the Company, excluding Board Members who are Audit and Supervisory Committee Members (hereinafter, "Eligible Board Members (2)"), as persons eligible under the Plan. Eligible Board Members (1) and Eligible Board Members (2) are hereinafter collectively referred to as the "Eligible Board Members, etc."

Specifically, the Company has partially revised the existing "Tenure-based Restricted Share Remuneration," under which the lifting of transfer restrictions is conditioned upon continuous service at the Company for a certain period, and newly introduced "Performance-based Restricted Share Remuneration," under which the lifting of transfer restrictions is conditioned upon the achievement of performance targets predetermined by the Board of Directors of the Company, in order to strengthen the linkage between the remuneration of Eligible Board Members (1) and the Company's business performance. Under the Plan, the aggregate amount of monetary compensation claims to be granted to Eligible Board Members (1) shall be up to 70 million yen per year for Tenure-based Restricted Share Remuneration (including up to 10 million yen for Eligible Board Members (2)) and up to 70 million yen per year for Performance-based Restricted Share Remuneration, for a combined total of up to 140 million yen per year (excluding salaries paid to Board Members who concurrently serve as employees for their services as employees). In addition, the aggregate number of shares of common stock of the Company to be issued or disposed of to Eligible Board Members (1) shall be up to 70,000 shares per year for Tenure-based Restricted Share Remuneration (including up to 10,000 shares for Eligible Board Members (2)) and up to 70,000 shares per year for Performance-based Restricted Share Remuneration, for a combined total of up to 140,000 shares per year. However, each such aggregate number shall be adjusted within a reasonable range as necessary in the event of a stock split of the Company's common stock (including a gratis allotment of the Company's common stock), a share consolidation or any other event requiring adjustment to the aggregate number of shares of common stock of the Company to be issued or disposed of as restricted stock, where the effective date of such event falls on or after the date of the resolution of the General Meeting of Shareholders.

The overview and other details of the Plan are as follows.

Overview and Other Details of the Plan

Under the Plan, the Eligible Board Members, etc. will contribute in kind all monetary compensation claims granted by the Company under the Plan and will receive shares of common stock of the Company issued or disposed of by the Company. The amount to be paid in per share will be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or, if no transaction is made on that day, the closing price on the most recent trading day prior thereto), within a range that does not constitute an especially favorable amount to the Eligible Board Members, etc. subscribing for such common stock.

In addition, upon the issuance or disposal of the Company's common stock under the Plan, the Company and the Eligible Board Members, etc. shall enter into a restricted share allotment agreement, the provisions of which shall include that (i) the Eligible Board Members, etc. shall be prohibited from transferring to any third party, creating any security interest in, or otherwise disposing of the shares of common stock of the Company allotted under such agreement during a certain period, and (ii) upon the occurrence of certain events, the Company shall acquire such common stock without consideration.

For the current grant, in addition to Eligible Board Members (1) and Eligible Board Members (2), Corporate Officers of the Company not concurrently serving as Members of the Board of Directors, and Members of the Board of Directors and Corporate Officers not concurrently serving as Board Members of the Company's subsidiaries (the "Applicable Subsidiaries"; the Company and the Applicable Subsidiaries are collectively referred to as the "Applicable Companies") will be eligible under the Plan for the same purposes described above. Eligible Board Members, etc. and these officers are hereinafter collectively referred to as the "Allottees." In light of the purposes of the Plan, the Company's business conditions, the scope of responsibilities of each Allottee and other circumstances, the Company has decided to grant monetary compensation claims totaling 121,082,400 yen (the "Monetary Compensation Claims") and 53,600 shares of common stock to further motivate each Allottee. In order to realize the purpose of introducing the Plan, which is to share shareholder value over the medium to long term, the Transfer Restriction Period for the current grant is 50 years. However, for Eligible Board Members (2), the Transfer Restriction Period is 15 years because long-term service as Outside Directors is not assumed.

In connection with the Disposal of Treasury Shares, the 22 Allottees will contribute in kind all of the Monetary Compensation Claims against the Applicable Companies as property contributed in kind and will receive an allotment of shares of common stock of the Company (the "Allotted Shares"). The outline of the restricted share allotment agreement to be entered into between the Company and the Allottees in connection with the Disposal of Treasury Shares (the "Allotment Agreement") is set forth in Section 3 below.

3. Outline of the Allotment Agreement

I. Tenure-based Restricted Share Remuneration

(1) Transfer Restriction Period

Allottees (excluding Eligible Board Members (2)): August 12, 2026 to August 11, 2076

Eligible Board Members (2): August 12, 2026 to August 11, 2041

(2) Conditions for Lifting Transfer Restrictions

Subject to the condition that the Allottee has continuously held, during the Transfer Restriction Period, the position of Board Member, Corporate Officer, Corporate Officer not concurrently serving as a Board Member, or employee of the Company or its subsidiaries, the transfer restrictions shall be lifted with respect to all of the Allotted Shares at the expiration of the Transfer Restriction Period.

(3) Treatment in the Event an Allottee Retires or Resigns During the Transfer Restriction Period Due to Expiration of Term of Office, Mandatory Retirement Age or Other Justifiable Reason

(i) Timing of lifting transfer restrictions

If an Allottee retires or resigns from all positions as Board Member, Corporate Officer, Corporate Officer not concurrently serving as a Board Member, and employee of the Company or its subsidiaries due to expiration of term of office, mandatory retirement age or other justifiable reason (excluding retirement or resignation due to death), the transfer restrictions shall be lifted immediately after such retirement or resignation. In the case of retirement or resignation due to death, the transfer restrictions shall be lifted at a time separately determined by the Board of Directors after the death of the Allottee.

(ii) Number of shares for which transfer restrictions will be lifted

The number of shares shall be the number obtained by multiplying the number of Allotted Shares held by the Allottee at the time of such retirement or resignation set forth in (i) above by the number obtained by dividing the Allottee's period of service related to the Transfer Restriction Period (calculated in months) by 12 (if the resulting number exceeds 1, it shall be deemed to be

1). Any fraction of less than one share resulting from the calculation shall be rounded down.

(4) Acquisition Without Consideration by the Company

If an Allottee commits a violation of laws or regulations during the Transfer Restriction Period or otherwise falls under certain events specified in the Allotment Agreement, the Company shall automatically acquire without consideration all of the Allotted Shares held by the Allottee at that time. In addition, at the expiration of the Transfer Restriction Period or at the time the transfer restrictions are lifted as set forth in (3) above, the Company shall automatically acquire without consideration any Allotted Shares for which the transfer restrictions are not lifted.

(5) Treatment in the Event of Organizational Restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan or any other matter concerning organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or, if approval at a General Meeting of Shareholders of the Company is not required for such organizational restructuring, etc., by the Board of Directors of the Company), the Company shall, by resolution of the Board of Directors, lift the transfer restrictions, immediately before the business day immediately preceding the effective date of such organizational restructuring, etc., with respect to the number of Allotted Shares held by the Allottee at that time multiplied by the number obtained by dividing by 12 the number of months from the Allotment Resolution Date to the month containing the date of such approval (if the resulting number exceeds 1, it shall be deemed to be 1). Any fraction of less than one share resulting from the calculation shall be rounded down. Immediately after the transfer restrictions are lifted, the Company shall automatically acquire without consideration all Allotted Shares for which the transfer restrictions have not been lifted.

(6) Management of Shares

During the Transfer Restriction Period, the Allotted Shares shall be managed in a dedicated account opened by the Allottee at Nomura Securities Co., Ltd. so that the Allotted Shares cannot be transferred, pledged or otherwise disposed of during the Transfer Restriction Period. In order to ensure the effectiveness of the transfer restrictions, etc. on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts in which the Allotted Shares held by each Allottee are held. The Allottees shall consent to the details of the management of such accounts.

II. Performance-based Restricted Share Remuneration

(1) Transfer Restriction Period

Eligible Board Members (1): August 12, 2026 to August 11, 2076

(2) Conditions for Lifting Transfer Restrictions

Subject to the conditions that the Allottee has continuously held, during the Transfer Restriction Period, the position of Board Member, Corporate Officer, Corporate Officer not concurrently serving as a Board Member, or employee of the Company or its subsidiaries, and that the indicators predetermined by the Board of Directors of the Company (the "Performance Targets") have been achieved, the transfer restrictions shall be lifted with respect to all of the Allotted Shares at the expiration of the Transfer Restriction Period.

(3) Treatment in the Event an Allottee Retires or Resigns During the Transfer Restriction Period Due to Expiration of Term of Office, Mandatory Retirement Age or Other Justifiable Reason

(i) If the Allottee retires or resigns, including retirement or resignation due to death, before the end of the period subject to evaluation of the Performance Targets

Regardless of the reason, the transfer restrictions shall not be lifted with respect to any of the Allotted Shares.

(ii) If the Allottee retires or resigns, including retirement or resignation due to death, after the end of the period subject to evaluation of the Performance Targets

(a) Timing of lifting transfer restrictions

If an Allottee retires or resigns from all positions as Board Member, Corporate Officer, Corporate Officer not concurrently serving as a Board Member, and employee of the Company or its subsidiaries due to expiration of term of office, mandatory retirement age or other justifiable reason, the transfer restrictions shall be lifted immediately after such retirement or resignation, subject to the achievement of the Performance Targets (or confirmation of such achievement). In the case of retirement or resignation due to death, the transfer restrictions shall be lifted at a time separately determined by the Board of Directors after the death of the Allottee.

(b) Number of shares for which transfer restrictions will be lifted

The number of shares shall be the number obtained by multiplying the number of Allotted Shares held by the Allottee at the time of such retirement or resignation set forth in (a) above by the number obtained by dividing the Allottee's period of service related to the Transfer Restriction Period (calculated in months) by 12 (if the resulting number exceeds 1, it shall be deemed to be 1). Any fraction of less than one share resulting from the calculation shall be rounded down.

Acquisition Without Consideration by the Company

(4) At the expiration of the Transfer Restriction Period or at the time the transfer restrictions are lifted as set forth in (3) above, the Company shall automatically acquire without consideration any Allotted Shares for which the transfer restrictions are not lifted.

(5) Treatment in the Event of Organizational Restructuring, etc.

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan or any other matter concerning organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (or, if approval at a General Meeting of Shareholders of the Company is not required for such organizational restructuring, etc., by the Board of Directors of the Company), subject to the achievement of the Performance Targets, the Company shall, by resolution of the Board of Directors, lift the transfer restrictions, immediately before the business day immediately preceding the effective date of such organizational restructuring, etc., with respect to the number of Allotted Shares held by the Allottee at that time multiplied by the number obtained by dividing by 12 the number of months from the Allotment Resolution Date to the month containing the date of such approval (if the resulting number exceeds 1, it shall be deemed to be 1). Any fraction of less than one share resulting from the calculation shall be rounded down. Immediately after the transfer restrictions are lifted, the Company shall automatically acquire without consideration all Allotted Shares for which the transfer restrictions have not been lifted.

(6) Management of Shares

During the Transfer Restriction Period, the Allotted Shares shall be managed in a dedicated account opened by the Allottee at Nomura Securities Co., Ltd. so that the Allotted Shares cannot be transferred, pledged or otherwise disposed of during the Transfer Restriction Period. In order to ensure the effectiveness of the transfer restrictions, etc. on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts in which the Allotted Shares held by each Allottee are held. The Allottees shall consent to the details of the management of such accounts.

4. Basis for Calculation of the Paid-in Amount and Specific Details Thereof

The Disposal of Treasury Shares to the allottees will be carried out by using, as property contributed in kind, the monetary compensation claims granted as remuneration for restricted stock for the Company's sixth fiscal year under the Plan. In order to eliminate arbitrariness in the disposal price, the disposal price has been set at 2,259 yen, which is the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on July 10, 2026 (the business day immediately preceding the date of the resolution of the Board of Directors). The Company believes that this price is reasonable because it is the market price immediately prior to the date of the resolution of the Board of Directors, and that it does not constitute an especially favorable amount.

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