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Press Release

ASKA Pharmaceutical Holdings Co., Ltd.

Notice Concerning Disposal of Treasury Shares for Restricted Stock Incentives through Employee Shareholding Association

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, following the announcement on March 2, 2026 regarding the introduction of the Restricted Stock Incentive Plan for the Employee Shareholding Association (the "Plan"), the Board of Directors, at its meeting held today, resolved to dispose of treasury shares as Restricted Stock (the "Disposal of Treasury Shares" or the "Disposal") under the Plan, with the ASKA Pharmaceutical Holdings Employee Shareholding Association (the "Shareholding Association") as the allottee, as described below.

1. Overview of the Disposal

(1)	Disposal date	November 2, 2026
(2)	Class and number of shares to be disposed of	Common stock of the Company: 22,198 shares (Note)
(3)	Disposal price	2,259 yen per share
(4)	Total disposal amount	50,145,282 yen (Note)
(5)	Allottees, number thereof and number of shares to be disposed of	By way of a third-party allotment, and subject to the Shareholding Association submitting an application to subscribe for the shares, the Company will allot to the Shareholding Association the number of shares applied for by the Shareholding Association, up to the maximum number of shares specified in (2) above. The number of shares so allotted shall constitute the number of shares to be disposed of. (ASKA Pharmaceutical Holdings Employee Shareholding Association: 22,198 shares) Partial applications by each eligible employee (as defined below) for the allotted shares will not be accepted.

Note: The "number of shares to be disposed of" and the "total disposal amount" have been calculated on the assumption that Restricted Stock will be granted to all 777 employees of the Company and its subsidiaries who are potentially eligible under the Plan.

The actual number of shares to be disposed of and the total disposal amount will be determined after completion of the membership promotion campaign for employees who have not yet joined the Shareholding Association and confirmation of consent to participate in the Plan from members of the Shareholding Association. They will be based on the number of employees of the Company and its subsidiaries who consent to participate in the Plan (up to a maximum of 777 employees; the "Eligible Employees") and the number of shares to be granted to each Eligible Employee according to the special incentive corresponding to each employee category established by the Company (Pattern A: up to 50 employees, 3,300 shares; Pattern B: up to 132 employees, 5,808 shares; Pattern C: up to 595 employees, 13,090 shares).

Specifically, as described in (5) above, the number of shares subscribed for by the Shareholding Association will constitute the "number of shares to be disposed of," and the "total disposal amount" will be the product of such number of shares multiplied by the disposal price per share.

2. Purpose and Reason for the Disposal

As announced in the "Notice Concerning the Introduction of the Restricted Stock Incentive Plan for the Employee Shareholding Association" dated March 2, 2026, the Company resolved to introduce the Plan for Eligible Employees of the Company and its subsidiaries who are members of the Shareholding Association. Under the Plan, the Company will provide Eligible Employees with an opportunity to acquire shares of the Company's common stock issued or disposed of by the Company as Restricted Stock through the Shareholding Association, thereby supporting their asset formation as part of measures to enhance employee engagement.

The Plan is also intended to provide Eligible Employees with incentives to promote the Group's human capital management initiatives and enhance corporate value over the medium to long term, while further aligning their interests with those of the Company's shareholders.

The outline of the Plan is as follows.

Overview of the Plan

Under the Plan, the Company and its subsidiaries will grant monetary claims to Eligible Employees as special incentive payments for the grant of Restricted Stock (the "Special Incentive Payments"). Eligible Employees will contribute such Special Incentive Payments to the Shareholding Association. The Shareholding Association will, in turn, contribute in kind all of the Special Incentive Payments contributed by Eligible Employees to the Company, and will receive newly issued or disposed shares of the Company's common stock as Restricted Stock.

Where the Company issues or disposes of shares of its common stock under the Plan, the amount to be paid 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 relevant Board of Directors' resolution (or, if no transaction is executed on such day, the closing price on the most recent trading day preceding such day), within a range that does not constitute an especially favorable amount for the Shareholding Association (and, consequently, the Eligible Employees).

Furthermore, upon the issuance or disposal of the Company's common stock under the Plan, the Company and the Shareholding Association will enter into a Restricted Stock Allotment Agreement that includes, among other things, (i) a prohibition on the transfer, creation of security interests, or any other disposition of the allotted shares to any third party for a specified period (the "Transfer Restriction"), and (ii) the acquisition without consideration by the Company of the allotted shares upon the occurrence of certain specified events. The payment of the Special Incentive Payments to Eligible Employees shall be subject to the execution of the Restricted Stock Allotment Agreement between the Company and the Shareholding Association.

In addition, until the Transfer Restriction is lifted, Eligible Employees will be restricted from withdrawing their membership interests relating to the Restricted Stock (the "Restricted Stock Interests"), which they are deemed to hold in proportion to the monetary claims contributed to the Shareholding Association, in accordance with the rules and detailed operating regulations of the Shareholding Association (collectively, the "Shareholding Association Rules"). These restrictions will remain in effect until the Transfer Restriction is lifted.

Note: At a meeting of the Board of Trustees of the Shareholding Association to be held promptly after the Board of Directors' resolution approving the Disposal of Treasury Shares, the Shareholding Association is expected to approve amendments to the Shareholding Association Rules necessary for implementation of the Plan. Such amendments are scheduled to become effective after two weeks have elapsed following the issuance of notice of the amendments to the members of the Shareholding Association in accordance with the amended Shareholding Association Rules, and fewer than one-third of the members of the Shareholding Association have raised objections.

Under the Plan, the Shareholding Association, as the allottee, will contribute in kind all of the Special Incentive Payments contributed by the Eligible Employees, and the Company will dispose of its common stock (the "Allotted Shares") to the Shareholding Association.

The outline of the Restricted Stock Allotment Agreement (the "Allotment Agreement") to be entered into between the Company and the Shareholding Association in connection with the Disposal of Treasury Shares is set forth in Section 3 below.

As described in the Note to Section 1 above, the number of shares to be disposed of will be determined at a later date. However, assuming that all 777 employees of the Company and its subsidiaries who are eligible under the Plan join the Shareholding Association and consent to participate in the Plan, the number of shares to be disposed of is expected to be 22,198 shares.

Based on such assumption, the resulting dilution would represent 0.08% of the total number of issued shares of the Company (28,763,199 shares as of March 31, 2026) and 0.08% of the total voting rights (283,733 voting rights as of March 31, 2026).

The Company believes that the introduction of the Plan will contribute to the enhancement of the Group's human capital management initiatives and medium- to long-term corporate value by providing Eligible Employees with an opportunity to acquire the Company's common stock as Restricted Stock through the Shareholding Association, thereby supporting their asset formation, enhancing employee engagement, providing incentives for the sustainable enhancement of corporate value, and further aligning their interests with those of shareholders.
Accordingly, the Company considers both the number of shares to be disposed of and the resulting level of dilution to be reasonable, and believes that the impact on the market is expected to be negligible.
The Disposal of Treasury Shares is subject to (i) the amendments to the Shareholding Association Rules becoming effective by the day immediately preceding the disposal date, and (ii) the execution of the Allotment Agreement between the Company and the Shareholding Association within the prescribed period.

3. Outline of the Allotment Agreement

(1) Transfer Restriction Period

From November 2, 2026 to November 1, 2029

(2) Conditions for Lifting the Transfer Restriction

The Transfer Restriction shall be lifted with respect to all Allotted Shares corresponding to the Restricted Stock Interests held by an Eligible Employee upon expiration of the Transfer Restriction Period, provided that such Eligible Employee has continuously remained a member of the Shareholding Association throughout the Transfer Restriction Period.

(3) Treatment upon Withdrawal from the Shareholding Association

If an Eligible Employee withdraws from the Shareholding Association during the Transfer Restriction Period due to mandatory retirement or any other justifiable reason (including loss of membership qualification, submission of a withdrawal request, or withdrawal due to death), the Company shall lift the Transfer Restriction, as of the date on which the Shareholding Association accepts the withdrawal request (or, where membership qualification is lost, the date of such loss, or in the case of death, the date of death; collectively, the "Withdrawal Acceptance Date"), with respect to the number of Allotted Shares corresponding to the Restricted Stock Interests held by such Eligible Employee multiplied by a fraction, the numerator of which is the number of months from the month following the month containing the Disposal Date through the month containing the Withdrawal Acceptance Date, and the denominator of which is thirty-six (36), representing the number of months in the Transfer Restriction Period. Any fraction of less than one share resulting from the calculation shall be rounded down.

(4) Treatment in the Event the Employee Becomes a Non-resident

If, during the Transfer Restriction Period, the Company or one of its subsidiaries determines that an Eligible Employee will become a non-resident as a result of an overseas transfer or for any other reason, the Transfer Restriction shall be lifted, as of the date of such determination (the "Date of Overseas Transfer Determination"), with respect to all Allotted Shares corresponding to the Restricted Stock Interests held by such Eligible Employee.

(5) Acquisition Without Consideration by the Company

If an Eligible Employee commits any violation of laws or regulations during the Transfer Restriction Period or otherwise falls under any of the events specified in the Allotment Agreement, the Company shall automatically acquire without consideration all of the Allotted Shares corresponding to the Restricted Stock Interests held by such Eligible Employee at that time.

In addition, upon the expiration of the Transfer Restriction Period or at the time the Transfer Restriction is lifted pursuant to (3) or (4) above, the Company shall automatically acquire without consideration any Allotted Shares for which the Transfer Restriction has 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 Shareholding Association with Nomura Securities Co., Ltd., so that the Allotted Shares may not be transferred, pledged, or otherwise disposed of during the Transfer Restriction Period.

In addition, in accordance with the Shareholding Association Rules, the Shareholding Association shall register and manage the Restricted Stock Interests separately from the other membership interests held by Eligible Employees (the "Ordinary Interests").

(7) 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 relating to organizational restructuring is approved by a General Meeting of Shareholders of the Company (or, where approval by the General Meeting of Shareholders is not required for such organizational restructuring, by the Board of Directors of the Company), the Company shall, by resolution of the Board of Directors, lift the Transfer Restriction immediately prior to the business day preceding the effective date of such organizational restructuring with respect to all Allotted Shares held by the Shareholding Association that correspond to the Restricted Stock Interests of the Eligible Employees as of the date of such approval.

4. Basis for Calculation of the Disposal Price and Specific Details Thereof

The Disposal of Treasury Shares to the Shareholding Association, which is the allottee, will be carried out through contributions by Eligible Employees of the Special Incentive Payments granted for the purpose of awarding Restricted Stock, as property contributed in kind.

In order to eliminate arbitrariness in determining the disposal price, the disposal price has been set at 2,259 yen per share, 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 disposal price is reasonable because it reflects the market price immediately prior to the resolution of the Board of Directors and does not constitute an especially favorable price for the allottee.

The percentage variance (rounded to the second decimal place) of the disposal price from the average closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange is as follows:

Period	Average Closing Price	Variance
One month (June 11, 2026 – July 10, 2026)	2,316 yen	-2.46%
Three months (April 13, 2026 – July 10, 2026)	2,634 yen	-14.24%
Six months (January 13, 2026 – July 10, 2026)	2,495 yen	-9.46%

The Audit & Supervisory Committee of the Company, consisting of three Board Members (including two Outside Directors), has expressed the opinion that the above disposal price does not constitute an especially favorable price for the allottee and is lawful, taking into consideration that the Disposal of Treasury Shares is intended to implement the Plan and that the disposal price is based on the closing price of the Company's common stock on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors.

5. Matters Regarding Procedures under the Corporate Governance Rules

The Disposal of Treasury Shares does not require the obtaining of an opinion from an independent third party or procedures for confirming shareholders' intent as prescribed in Article 432 of the Securities Listing Regulations of the Tokyo Stock Exchange because (i) the dilution ratio is less than 25% and (ii) the Disposal of Treasury Shares does not involve a change in the controlling shareholder.

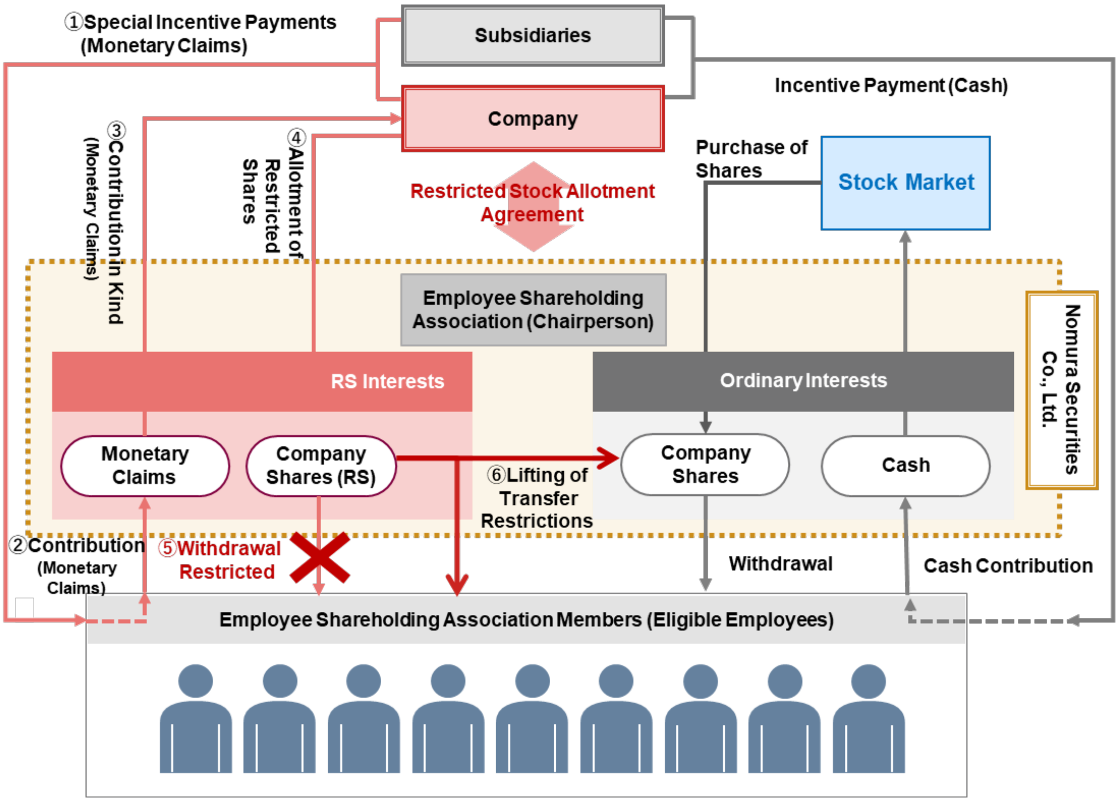
(Reference)

Outline of the Plan

1. The Company and its subsidiaries grant monetary claims to Eligible Employees as Special Incentive Payments for the grant of Restricted Stock.
2. Eligible Employees contribute such monetary claims to the Shareholding Association.
3. The Shareholding Association aggregates the monetary claims contributed by Eligible Employees and contributes them to the Company as property contributed in kind.
4. The Company allots the Allotted Shares to the Shareholding Association as Restricted Stock ("RS").
5. The Allotted Shares are deposited into the dedicated account opened by the Shareholding

Association with Nomura Securities Co., Ltd., and withdrawals are restricted during the Transfer Restriction Period.

6. After the Transfer Restriction is lifted, the Allotted Shares are transferred either to the Ordinary Interests held through the Shareholding Association or to securities accounts opened in the names of the respective Eligible Employees.



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