

January 26, 2026

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(Securities code: 8095; TSE Prime Market)
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Announcement Regarding the Continuation of Share-Based Remuneration Plan for Directors

Astena Holdings Co., Ltd. (the “Company”) hereby announces that the Board of Directors has resolved at a meeting held on January 26, 2026, to continue the trust-type share-based remuneration plan (the “Plan”) that has been introduced for the Directors (excluding Outside Directors and non-residents of Japan) of the Company and its four subsidiaries, SPERA PHARMA, Inc., IWAKI & CO., LTD., IWAKI SEIYAKU CO., LTD., and Meltex Inc. (collectively, the “Eligible Directors”). Details are as follows.

With respect to the additional acquisition of shares under the Plan, no additional trust contribution will be made by the Company, as the acquisition will be funded using the residual assets remaining in the previously established Board Inceptive Plan (BIP) Trust (“BIP Trust”).

1. Continuation of the Plan

- (1) The Company has resolved to continue the Plan to more clearly align executive remuneration with the performance of the Group and shareholder value, and to further enhance executives’ awareness of contributing to the improvement of medium- to long-term performance and the enhancement of corporate value.
- (2) Under the Plan, the Company has adopted a scheme known as the BIP Trust. The BIP Trust is an incentive plan for executives modeled on the performance-linked share-based remuneration (Performance Share) system used in the United States, under which shares of the Company acquired by the BIP Trust and cash equivalent to the proceeds from the disposal of the Company’s shares are delivered and paid to eligible executives in accordance with their level of performance achievement and other factors.

2. Overview of the Plan

Please refer to the “Announcement Regarding the Continuation of Share-Based Remuneration Plan for Directors” dated January 27, 2025, for the overview of the Plan (in Japanese only).

3. Details of the trust agreement following the continuation of the Plan

- (i) Trust type: Trust of money other than a specific individually operated money trust (third-party benefit trust)
- (ii) Trust purpose: To provide incentive to Eligible Directors
- (iii) Settlor: The Company
- (iv) Trustee: Mitsubishi UFJ Trust and Banking Corporation
(Joint trustee: The Master Trust Bank of Japan, Ltd.)
- (v) Beneficiaries: Retired Eligible Directors who satisfy the beneficiary requirements
- (vi) Trust administrator: Third party with no relationship of interest with the Company (certified public accountant)
- (vii) Date of trust agreement: April 26, 2017
(Scheduled to be changed as of January 29, 2026)
- (viii) Trust period: April 26, 2017, to April 30, 2027
- (ix) Exercise of voting rights: Not to be exercised
- (x) Type of shares to be acquired: Common shares of the Company
- (xi) Amount of additional trust fund: 11 million yen (plan)
- (xii) Timing of share acquisition: February 3, 2026 to February 17, 2026 (plan)
- (xiii) Method of share acquisition: Acquisition through the stock market
- (xiv) Residual beneficiary: The Company
- (xv) Residual assets: Any residual assets that the Company, the residual beneficiary, may receive shall be limited to the amount of the reserve fund for trust expenses remaining after deducting the funds for acquiring shares from the trust funds.