

February 26, 2026

Company name: Astena Holdings Co., Ltd.
 Name of representative: Satoshi Setoguchi, President & CEO
 (Securities code: 8095; TSE Prime Market)
 Inquiries: Naoki Enomoto, Executive Officer
 (TEL: +81-3-3279-0481)

Notice of Issuance of New Shares as Restricted Stock Compensation

Astena Holdings Co., Ltd. (the “Company”) hereby announces that, at a meeting of its Board of Directors held today, it resolved to issue new shares (hereinafter referred to as the “New Share Issuance” or the “Issuance”), as set forth below.

1. Outline of the Issuance

(1) Payment date	March 24, 2026
(2) Type and number of shares to be issued	Common shares of the Company: 84,855 shares
(3) Issue price	¥502 per share
(4) Total amount of issuance	¥42,597,210
(5) Allottees, number of allottees, and number of shares to be allotted	Directors of the Company (excluding Outside Directors): 2 Directors, 39,441 shares Managing Executive Officers of the Company: 4 officers, 9,560 shares Directors of the Company’s subsidiaries: 10 directors, 35,854 shares

2. Purpose and reasons for the Issuance

The Company resolved, at a meeting of its Board of Directors held on January 24, 2017, to introduce a restricted stock compensation plan (hereinafter referred to as the “Plan”) as a new compensation system for the Company’s Directors (excluding Outside Directors and non-resident Directors in Japan; hereinafter referred to as the “Eligible Directors”) and for the directors of the Company’s subsidiaries, with the aim of providing incentives to enhance the Group’s corporate value on a sustainable basis and further promoting value sharing with shareholders. At the 77th Annual General Meeting of Shareholders held on February 24, 2017, approval was obtained for the payment to the Eligible Directors of monetary compensation of up to ¥70 million per year (excluding the employee portion of salaries of directors who concurrently serve as employees) as property to be contributed in kind for the acquisition of restricted shares under the Plan

(hereinafter referred to as the “Restricted Stock Compensation”), and for setting the transfer restriction period for such restricted shares at a period ranging from three to ten years as determined by the Board of Directors of the Company.

In addition, at a meeting of its Board of Directors held on February 25, 2022, the Company resolved to partially amend the contents of the Plan for the purpose of enabling the Eligible Directors, Managing Executive Officers, and the directors of the Company’s subsidiaries (collectively referred to as the “Covered Directors and Officers”) to pursue the enhancement of the Group’s corporate value from the same long-term perspective as shareholders and to further improve alignment with shareholders and the transparency of corporate governance. At the 82nd Annual General Meeting of Shareholders held on February 25, 2022, approval was obtained for revising the transfer restriction period applicable to restricted shares to be granted to the Eligible Directors to the period from the date of allotment under the relevant allotment agreement until the time immediately following the first March 1 to occur after the allottee retires from such position as predetermined by the Board of Directors among positions as an officer or employee of the Company or its subsidiaries, for changing the maximum total number of common shares of the Company to be issued or disposed of under the Plan to 146,000 shares per year, and for changing the total amount of monetary claims to be provided for the allotment of restricted shares under the Plan from up to ¥70 million per year to up to ¥76 million per year.

The outline of the Plan and related matters is as follows.

[Overview of the Plan and related matters]

The Covered Directors and Officers shall, based on the Plan, contribute in kind the entire amount of monetary claims granted by the Company and, in return, receive shares of the Company’s common stock to be issued or disposed of by the Company. The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company’s common shares on the Prime Market of the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or, if no trading has taken place on that day, the closing price on the most recent trading day prior thereto), so as not to be particularly advantageous to the Covered Directors and Officers who subscribe for such common shares.

In addition, upon the issuance or disposal of the Company’s common shares under the Plan, the Company shall enter into a restricted stock allotment agreement with the Covered Directors and Officers, the contents of which shall include, among other things: (i) that the Covered Directors and Officers shall be prohibited, for a specified period, from transferring to a third party, creating any security interest over, or otherwise disposing of the Company’s common shares allotted under such agreement; and (ii) that, upon the occurrence of certain events, the Company shall acquire such common shares without compensation.

On this occasion, after obtaining the advice of the Nomination and Remuneration Advisory Committee, and taking into consideration the purpose of the Plan, the Company’s business performance, the scope of

responsibilities of each Covered Director and Officer, and various other circumstances, the Company has resolved, for the purpose of further enhancing the motivation of each Covered Director and Officer, to grant monetary claims in the total amount of ¥42,597,210 (hereinafter referred to as the “Monetary Claims”) and 84,855 shares of common stock.

In the New Share Issuance, pursuant to the Plan, the 16 Covered Directors and Officers who are the prospective allottees shall contribute in kind the entire amount of the Monetary Claims against the Company and, in return, receive an allotment of the Company’s common stock. In the New Share Issuance, the outline of the restricted stock allotment agreement to be entered into between the Company and the Covered Directors and Officers (hereinafter referred to as the “Allotment Agreement”) is as set forth in “3. Outline of the Allotment Agreement” below.

3. Outline of the Allotment Agreement

(1) Transfer restriction period

From March 24, 2026 (hereinafter referred to as the “Payment Date”) until the time immediately following the first March 1 to occur after the Covered Director or Officer has resigned or retired from all positions as director, executive officer, executive officer not concurrently serving as director, accounting auditor, employee, advisor, consultant, or any other equivalent position of the Company or its subsidiaries (hereinafter referred to as the “Transfer Restriction Period”), the Covered Directors and Officers shall not transfer, create any security interest over, or otherwise dispose of the Company’s common shares allotted under the Allotment Agreement (hereinafter referred to as the “Allotted Shares”) (such restriction, the “Transfer Restriction”).

(2) Conditions for release of the Transfer Restriction

Subject to the condition that the Covered Directors and Officers have continuously served in any of the positions of director, executive officer, executive officer not concurrently serving as director, accounting auditor, employee, advisor, consultant, or any other equivalent position of the Company or its subsidiaries during the period from the Payment Date until the time immediately prior to the conclusion of the first Annual General Meeting of Shareholders to be held thereafter (hereinafter referred to as the “Service Period”), the Transfer Restriction shall be released in full with respect to all of the Allotted Shares upon the expiration of the Transfer Restriction Period.

(3) Treatment in the event that a Covered Director or Officer resigns or retires due to the expiration of the term of office or other legitimate reasons during the Service Period

(a) Timing of release of the Transfer Restriction

If a Covered Director or Officer resigns or retires from all positions as director, executive officer, executive officer not concurrently serving as director, accounting auditor, employee, advisor, or consultant of the Company or its subsidiaries due to the expiration of the term of office, mandatory retirement age, or other legitimate reasons (excluding resignation or retirement due to death), the Transfer Restriction shall be released at the time immediately following the first March 1 to occur after such resignation or retirement. In the event of resignation or retirement due to death, the Transfer Restriction shall be released at a time

separately determined by the Board of Directors.

Notwithstanding the foregoing, if a Covered Director or Officer resigns or retires due to death prior to March 1, 2027, the Company shall automatically acquire without compensation all of the Allotted Shares held at that time.

(b) Number of shares subject to release of the Transfer Restriction

The number of shares subject to release shall be the number of Allotted Shares held at the time of such resignation or retirement as provided in item (a) (excluding resignation or retirement due to death), multiplied by a fraction obtained by dividing the number of months from the month including the Payment Date to the month including the date of such resignation or retirement by 12; provided, however, that any fractional share resulting from such calculation shall be rounded down.

In the event that resignation or retirement due to death occurs on or after March 1, 2027, the number of shares subject to release shall be the number of Allotted Shares held at the time of death.

(4) Acquisition without compensation by the Company

At the expiration of the Transfer Restriction Period or at the time of release of the Transfer Restriction as provided in item (3), the Company shall automatically acquire without compensation any Allotted Shares for which the Transfer Restriction has not been released.

(5) Treatment in the event of organizational restructuring, etc.

If, during the Transfer Restriction Period, matters relating to a merger in which the Company becomes a dissolved company, a share exchange in which the Company becomes a wholly owned subsidiary, a share transfer, or any other corporate reorganization are approved at a general meeting of shareholders of the Company (or, if approval at a general meeting of shareholders is not required with respect to such corporate reorganization, by the Board of Directors of the Company), then, by resolution of the Board of Directors, the Transfer Restriction shall be released, with respect to the number of shares calculated by multiplying the number of Allotted Shares held at that time by a fraction obtained by dividing the number of months from the month including the Payment Date to the month including the date of such approval by 12 (provided that any fractional share resulting from such calculation shall be rounded down), at the time immediately prior to the business day preceding the effective date of such corporate reorganization. Immediately after such release of the Transfer Restriction, the Company shall automatically acquire without compensation all of the Allotted Shares for which the Transfer Restriction has not been released.

Notwithstanding the foregoing, if the time immediately prior to the business day preceding the effective date of such corporate reorganization falls on or before March 1, 2027, the Company shall automatically acquire without compensation all of the Allotted Shares at that time.

(6) Management of shares

In order to ensure that the Allotted Shares may not be transferred, pledged, or otherwise disposed of during the Transfer Restriction Period, the Allotted Shares shall be held in a dedicated account opened by the Covered Directors and Officers with Nomura Securities Co., Ltd. throughout the Transfer Restriction Period. In order to ensure the effectiveness of the Transfer Restriction and other related restrictions on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co., Ltd. in connection with the

management of the accounts holding the Allotted Shares of each Covered Director and Officer. The Covered Directors and Officers shall agree to the terms of the management of such accounts.

4. Basis for calculation of the amount to be paid in and its specific details

The New Share Issuance to the Covered Directors and Officers is made by way of contribution in kind of the monetary claims granted as Restricted Stock Compensation for the Company's 87th fiscal year under the Plan. In order to eliminate arbitrariness in determining the issue price, the issue price has been set at ¥502 which is the closing price of the Company's common shares on the Prime Market of the Tokyo Stock Exchange on February 25, 2026 (the business day immediately preceding the date of the Board of Directors resolution). This price represents the market price immediately prior to the date of the Board of Directors resolution, and the Company believes that it is reasonable and does not constitute a price that is particularly advantageous.