August 18, 2026

To whom it may concern

Company Name: XEBIO HOLDINGS CO., LTD.
Representative: Tomoyoshi Morohashi, President and Representative Director
Securities Code: 8281; Tokyo Stock Exchange Prime Market
Contact: Kenji Tamura, Executive Officer, XEBIO CORPORATE CO., LTD.
(Tel: +81-3-6870-6008)

Notice Concerning the Allotment of Stock Acquisition Rights as Stock-Based Compensation-Type Stock Options to Directors

XEBIO HOLDINGS CO., LTD. (the "Company") hereby announces that, at the meeting of its Board of Directors held today, it resolved, pursuant to Articles 236, 238, and 240 of the Companies Act of Japan, to determine the terms and conditions for the issuance of stock acquisition rights as stock-based compensation-type stock options to Directors of the Company and to allot such Stock Acquisition Rights. The purpose of the issuance is to further align Directors' compensation with the Company's business performance and share value and to further enhance their motivation and morale to contribute to the medium- to long-term improvement of the Company's business performance and corporate value.

1. Name of Stock Acquisition Rights

XEBIO HOLDINGS CO., LTD. 17th Stock Compensation-Type Stock Acquisition Rights (hereinafter, the "Stock Acquisition Rights")

2. Total Number of Stock Acquisition Rights

187 units

3. Allotment Date

September 15, 2026

4. Allottees of Stock Acquisition Rights

Two Directors of the Company (excluding Outside Directors)

5. Issue Price of Stock Acquisition Rights

The Stock Acquisition Rights will be issued at fair value calculated using the Black-Scholes model on the allotment date.

6. Method of Calculating Payment Amount

The payment amount per Stock Acquisition Right shall be the amount calculated using the Black-Scholes model on the allotment date. Such amount is the fair value of the Stock Acquisition Right. Pursuant to Article 246, Paragraph 2 of the Companies Act of Japan, each allottee shall offset the allottee’s remuneration claim against the Company against the payment obligation for the Stock Acquisition Rights in lieu of making a cash payment.

7. Class and Number of Shares Underlying the Stock Acquisition Rights

Common shares of the Company 18,700 shares

The number of shares underlying each Stock Acquisition Right (the “Number of Granted Shares”) shall be 100 shares.

In the event that, on or after the allotment date, the Company conducts a stock split of its common shares (including an allotment of common shares without consideration; the same shall apply hereinafter with respect to stock splits) or a share consolidation, the Number of Granted Shares shall be adjusted in accordance with the following formula. Such adjustment shall apply only to the number of shares underlying the Stock Acquisition Rights that remain unexercised at the time of adjustment, and any fraction of less than one share resulting from the adjustment shall be rounded down.

Adjusted Number of Granted Shares = Number of Granted Shares before adjustment × Ratio of stock split or share consolidation

The Adjusted Number of Granted Shares shall apply from the day following the record date of the stock split (or, if no record date is set, from the effective date) in the case of a stock split, and from the effective date in the case of a share consolidation. However, if a stock split is carried out on the condition that a proposal to decrease the amount of retained earnings and increase stated capital or capital reserve is approved at a General Meeting of Shareholders, and a date before the conclusion of such meeting is set as the record date for the stock split, the Adjusted Number of Granted Shares shall apply from the day following the conclusion of such General Meeting of Shareholders.

In addition to the above, if, after the allotment date, the Company conducts a merger, company split, or share exchange, or if it otherwise becomes necessary to adjust the Number of Granted Shares in circumstances equivalent thereto, the Company may make such adjustment to the Number of Granted Shares as it deems necessary by resolution of its Board of Directors.

8. Amount of Assets to Be Contributed upon Exercise of Stock Acquisition Rights

The amount of assets to be contributed upon exercise of the Stock Acquisition Rights shall be one yen per share deliverable upon exercise of the Stock Acquisition Rights, multiplied by the number of shares underlying the Stock Acquisition Rights.

9. Exercise Period

From September 16, 2026 to September 15, 2056

10. Increase in Capital and Capital Reserve Upon Exercise

1. The amount of stated capital to be increased upon the issuance of shares through exercise of the Stock Acquisition Rights shall be one-half of the maximum amount of increase in stated capital, etc. calculated pursuant to Article 17, Paragraph 1 of the Regulation on Corporate Accounting, with any fraction of less than one yen resulting from the calculation to be rounded up.
2. The amount of capital reserve to be increased upon the issuance of shares through exercise of the Stock Acquisition Rights shall be the maximum amount of increase in stated capital, etc. specified in item 1 above, less the amount of stated capital to be increased as specified in the same item.

11. Conditions for Exercise

1. The holder of the Stock Acquisition Rights may exercise such rights only within 10 days from the day following the date on which the holder ceases to hold any of the positions of Director, Audit & Supervisory Board Member, or Executive Officer of the Company.
2. Other conditions for exercise shall be as provided in the Stock Acquisition Rights Allotment Agreement to be executed between the Company and each holder based on the resolution at the 38th Annual General Meeting of Shareholders and this resolution of the Board of Directors.

12. Forfeiture and Cancellation Conditions

1. The Stock Acquisition Rights shall expire if the holder does not exercise the Stock Acquisition Rights within the exercise period specified in Section 9 in accordance with the conditions specified in Section 11.
2. The Company may, with the approval of its Board of Directors, acquire without compensation and cancel the Stock Acquisition Rights held by a holder if such holder falls under any of the following:

   (i) If it is recognized that the holder has committed a serious criminal offense under the Penal Code of Japan.

   (ii) If the holder has committed a serious breach of the duty of care of a prudent manager at the Company or any of its subsidiaries or affiliates; has materially damaged the credibility of the Company through unlawful or improper conduct, whether within or outside the Company or any of its subsidiaries or affiliates; has been dismissed pursuant to the rules of the Company or any of its subsidiaries or affiliates; or if any other equivalent grounds exist.

   (iii) If the holder, without prior permission of the Company, assumes or agrees to assume a position as an officer or employee of a competing company.

   (iv) If the holder notifies the Company that the holder waives all or part of the Stock Acquisition Rights. (In this case, approval by the Board of Directors shall not be required.)

13. Acquisition Clause

If a merger agreement under which the Company will become the disappearing company is approved at a General Meeting of Shareholders, if a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary is approved at a General Meeting of Shareholders, or if a company split agreement or company split plan under which the Company will become a splitting company is approved at a General Meeting of Shareholders, the Company may acquire the Stock Acquisition Rights without compensation on a date separately determined by the Board of Directors.

14. Succession

1. In the event of the holder's death, only one legal heir who is the spouse or a first-degree relative of the holder (hereinafter, the "Successor") may exercise the Stock Acquisition Rights. The exercise period for the Successor shall be limited to the period ending six months after the day following the date on which succession to the Stock Acquisition Rights is determined.
2. The Successor may not further transfer the Stock Acquisition Rights by inheritance.
3. The Successor shall be subject to the same grounds for expiration and conditions for cancellation set forth in Section 12 as those applicable to the original holder.
4. Other conditions for exercise shall be as provided in the Stock Acquisition Rights Allotment Agreement to be executed between the Company and each holder based on the resolution at the 38th Annual General Meeting of Shareholders and this resolution of the Board of Directors.

15. Restrictions on Acquisition by Transfer

Acquisition of the Stock Acquisition Rights by transfer shall require approval by resolution of the Board of Directors.

16. Treatment of Stock Acquisition Rights in the Event of Reorganization

Notwithstanding Section 9 above, if a proposal for a merger agreement under which the Company will become the disappearing company, a share exchange agreement or share transfer plan under which the Company will become a wholly owned subsidiary, or a company split agreement or company split plan under which the Company will become a splitting company is approved at a General Meeting of Shareholders, the holder may exercise the Stock Acquisition Rights within 30 days from the day following the date of such approval.

17. Treatment of Fractional Shares

If the number of shares to be delivered to a holder upon exercise of the Stock Acquisition Rights includes a fraction of less than one share, such fraction shall be rounded down.

18. Place for Handling Payments upon Exercise of Stock Acquisition Rights

Mizuho Bank, Ltd., Koriyama Branch 7-19 Nakamachi, Koriyama, Fukushima

19. Other Matters

Other matters shall be as provided in the Stock Acquisition Rights Allotment Agreement to be executed between the Company and each holder.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.