

October 29, 2024

FOR IMMEDIATE RELEASE

Company Name: Premier Anti-Aging Co., Ltd.
(Securities Code: 4934 Tokyo Stock Exchange)
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Notice concerning issuance of stock options (stock acquisition rights)

Premier Anti-Aging Co., Ltd. (“the Company”) announces that it has resolved to solicit the following stock acquisition rights as stock options (stock acquisition rights) to the Company’s directors (excluding outside directors) and executive officers pursuant to the provisions of Articles 236, 238 and 240 of the Companies Act at the Board of Directors meeting held on October 29, 2024.

1. Rational for issuing stock acquisition rights as stock options

The purpose of issuing stock options (stock acquisition rights) to our directors (excluding outside directors) and executive officers is to further increase the directors’ and officers’ motivation and morale to contribute to improving the Company’s medium- to long-term performance and corporate value, and to enable them to share the benefits and risks of stock price fluctuations more effectively with shareholders.

2. Terms and conditions of stock acquisition rights

(1) Name of stock acquisition rights

3rd stock acquisition rights

(2) Persons to whom stock acquisition rights are to be allocated, their number, and the number of stock acquisition rights to be allocated

Persons	Number of persons	Number of stock acquisition rights
Directors (excluding outside directors)	1	200
Executive officers	5	700

(3) Class and number of shares associated with the stock acquisition rights

Common shares of the Company are the class of shares associated with the stock acquisition rights. The number of shares associated with the stock acquisition rights (hereinafter, the “Number of Shares Granted”) shall be 100 shares per stock acquisition right.

Provided that the Company conducts a stock split (including the gratis allocation of common shares of the Company; this meaning applies to mentions of stock split below) or stock consolidation of common shares of the Company after the date on which the stock acquisition rights are allocated (hereinafter, the “Day of Allotment”), with respect to stock acquisition rights not yet exercised at the time of such stock split or stock consolidation, the Number of Shares Granted shall be adjusted according to the following formula.

Number of shares after adjustment = Number of shares before adjustment x split or consolidation ratio.

If the need to adjust the Number of Shares Granted becomes unavoidable for some reason other than those indicated above, the Company may adjust the Number of Shares Granted if deemed necessary by the Board of Directors of the Company.

Fractional amounts of less than one share resulting from an adjustment as described above shall be rounded down.

(4) Total number of stock acquisition rights

The total number of stock acquisition rights is 900.

The above total number is the planned number of allocations. If the total number of stock acquisition rights to be allocated decreases due to reasons such as no subscription applications being made, the total number of stock acquisition rights to be allocated shall be the total number of stock acquisition rights to be issued.

(5) Amount to be paid for stock acquisition rights

No monetary payment will be required in exchange for the stock acquisition rights. Since the stock acquisition rights are granted as incentive remuneration, the fact that no monetary payment is required does not constitute a favorable issuance

(6) Value of property to be contributed upon exercise of the stock acquisition rights

The value of property to be contributed upon exercise of the stock acquisition rights shall be the issue price per share granted through the exercise of stock acquisition rights (hereinafter, the “Exercise Price”) multiplied by the Number of Shares Granted.

The Exercise Price shall be the closing price (If there is no closing price on that day, the closing price on the most recent day prior to that day) of the Day of Allotment

In addition, if any of the following events occur after the Day of Allotment, the Exercise Price shall be adjusted accordingly.

- ① If the Company conducts a stock split or stock consolidation of common shares of the Company, the Exercise Price shall be adjusted according to the following formula, and any fractional part less than one yen resulting from the adjustment shall be rounded up.

$$\begin{array}{l} \text{Exercise Price} \\ \text{after adjustment} \end{array} = \begin{array}{l} \text{Exercise Price} \\ \text{before adjustment} \end{array} \times \frac{1}{\text{Split or consolidation ratio}}$$

② If the Company issues new shares or disposes of treasury stock at a price below the market price for its common shares (excluding the sale of treasury stock pursuant to Article 194 of the Companies Act (demand for sale of shares less than one unit by a holder of less than one unit) and the conversion of securities that are or can be converted into the Company's common shares, or the exercise of stock acquisition rights (including those attached to bonds with stock acquisition rights) that can demand the issuance of the Company's common shares), the Exercise Price shall be adjusted according to the following formula, and any fractional part less than one yen resulting from the adjustment shall be rounded up. ×

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of shares issued and outstanding} + \frac{\text{Number of new shares issued} \times \text{Amount to be paid per share}}{\text{Market price per share}}}{\text{Number of shares issued and outstanding} + \text{Number of new shares issued}}$$

In the above formula, "number of shares issued and outstanding" means the total number of shares issued of the Company minus the number of treasury shares held by the Company, and in the case of disposing of treasury shares, "number of new shares issued" shall be read as "number of shares disposed of" and "amount to be paid per share" as "amount disposed of per share."

③ If the Company merges, undergoes a company split, or otherwise requires an adjustment to the Exercise Price, the Exercise Price shall be adjusted to a necessary and reasonable extent.

(7) Exercise period for stock acquisition rights
From November 14, 2026 to November 14, 2032

(8) Conditions for exercise of the stock acquisition rights

- ① Those who received the stock acquisition rights (hereinafter, the "Rights Holder") shall be eligible to exercise the rights only when those remain as director, executive officer or employee of the Company or its subsidiaries at the time of exercising the rights.
- ② The Rights Holder shall exercise all or part of the stock acquisition rights in accordance with the following categories.
 - a. From the response date two years after the day following the Day of Allotment to the response date three years after the day following the Day of Allotment (including said response date), half of the allotted stock acquisition rights shall be exercised. (Any fractional amount less than one resulting from the number of exercisable stock acquisition rights shall be rounded down.)
 - b. From the day following the response date three years after the day following the Day of Allotment

to the response date eight years after the day following the Day of Allotment (including said response date, which is the last day of the period during which the stock acquisition rights shall be exercised), all of the allocated stock acquisition rights shall be exercised.

- ③ The exercise of stock acquisition rights by the heirs of the Rights Holder shall not be permitted.
- ④ Other terms and conditions shall be as set forth in the Stock Acquisition Rights Allocation Agreement concluded between the Company and the Rights Holder.

(9) Amount of share capital and capital surplus that will increase when shares are issued upon exercise of stock acquisition rights

- ① The amount of increase in share capital when shares are issued through the exercise of stock acquisition rights shall be half of the maximum increase in share capital, etc. calculated in accordance with Article 17, Paragraph 1 of the Corporate Accounting Regulations, and any fraction less than one yen resulting from the calculation shall be rounded up to the nearest yen.
- ② The amount of increase in capital surplus when shares are issued through the exercise of stock acquisition rights shall be the amount obtained by subtracting the amount of increase in share capital set forth in ① above from the maximum amount of increase in capital, etc. set forth in ① above.

(10) Conditions of acquisition of the stock acquisition rights

- ① In the event that the Rights Holder is unable to exercise his/her stock acquisition rights due to the provisions of (8) above or the provisions of the Stock Acquisition Rights Allocation Agreement before exercising his/her rights, the Company may acquire the stock acquisition rights free of charge on a date separately determined by the Board of Directors of the Company.
- ② In the event that any of the proposals set forth below a, b, c, d or e is approved at the General Meeting of Shareholders of the Company (or if a resolution of the General Meeting of Shareholders is not required, if approved by the Board of Directors of the Company), the Company may acquire the stock acquisition rights free of charge on a date separately determined by the Board of Directors of the Company.
 - a. a proposal to approve a merger agreement in which the Company becomes the dissolved company
 - b. a proposal to approve either a company split agreement or a company split plan in which the Company becomes the splitting company
 - c. a proposal to approve a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary
 - d. a proposal to change and approve provisions in the Articles of Incorporation requiring the approval of the Company for the acquisition of any of the shares issued by the Company through a share transfer
 - e. a proposal to change and approve provisions in the Articles of Incorporation requiring the

approval of the Company for the acquisition of the type of shares to be granted upon the exercise of stock acquisition rights through a share transfer, or admitting the acquisition of all of said type of shares by the Company by resolution of the General Meeting of Shareholders

(11) Restrictions on transfer of stock acquisition rights

The acquisition of stock acquisition rights by transfer shall require approval by the Board of Directors of the Company.

(12) Treatment of stock acquisition rights in the event of organizational restructuring

In the event that the Company undergoes a merger (only in cases where the Company is dissolved as a result of the merger), an absorption-type or incorporation-type split (in each case only in cases where the Company is the splitting company), or a share exchange or share transfer (in each case only in cases where the Company is a wholly owned subsidiary) (collectively hereinafter, the "Organizational Restructuring"), the Rights Holders who hold remaining stock acquisition rights (hereinafter, the "Remaining Stock Acquisition Rights") shall be issued stock acquisition rights of the companies set forth in Article 236, Paragraph 1, Items 8 (a) to (e) of the Companies Act (hereinafter, the "Reorganized Company") in each case immediately prior to the effective date of the Organizational Restructuring (which means, in the case of an absorption-type merger, the date on which the absorption-type merger becomes effective, in the case of a consolidation-type merger, the date on which the company incorporated through the consolidation-type merger is established, in the case of an absorption-type split, the date on which the absorption-type split becomes effective, in the case of an incorporation-type split, the date on which the company incorporated through the incorporation-type split is established, in the case of a share exchange, the date on which the share exchange becomes effective, and in the case of a share transfer, the date on which the wholly owning parent company incorporated through the share transfer is established; the same applies hereinafter). Provided that this applies only if the issuance of stock acquisition rights of the Reorganized Company in accordance with the following items is stipulated in the absorption-type merger agreement, consolidation-type merger agreement, absorption-type split agreement, incorporation-type split plan, share exchange agreement or share transfer plan.

- ① Number of stock acquisition rights of the Reorganized Company to be issued
The number of stock acquisition rights to be issued shall be equal to the number of Remaining Stock Acquisition Rights held by each Right Holder.
- ② Class of shares associated with the stock acquisition rights of the Reorganized Company
The shares shall be common stock of the Reorganized Company.
- ③ Number of shares associated with the stock acquisition rights of the Reorganized Company
The number of shares shall be determined in accordance with (3) above, taking into account the terms of the reorganization.
- ④ Value of property to be contributed upon exercise of the stock acquisition rights

The value of property to be contributed shall be determined in accordance with (6) above, taking into account the terms of the reorganization.

⑤ Exercise period for stock acquisition rights

The exercise period shall be from the later of either the first day of the period during which the stock acquisition rights can be exercised as specified in (7) above or the effective date of the organizational restructuring actions, until the expiration date of the period during which the stock acquisition rights can be exercised as specified in (7) above.

⑥ Amount of share capital and capital surplus that will increase when shares are issued upon exercise of stock acquisition rights

To be determined in accordance with (9) above.

⑦ Restrictions on transfer of stock acquisition rights

The acquisition of stock acquisition rights through transfer shall require approval by a resolution of the board of directors of the Reorganized Company.

⑧ Conditions for exercise of the stock acquisition rights

To be determined in accordance with

⑨ Conditions of acquisition of the stock acquisition rights

To be determined in accordance with (10) above.

(13) Arrangements for fractional shares arising from the exercise of stock acquisition rights

If the number of shares to be delivered to the Rights Holder who exercises the stock acquisition rights contains a fractional share, this fractional share will be rounded down.

(14) Day of allotment of stock acquisition rights

November 13, 2024

(15) Issuance of stock acquisition rights certificates

No stock acquisition rights certificates shall be issued for the stock acquisition rights.