



July 16, 2024
TOKYO OHKA KOGYO CO., LTD.

Notice Regarding Introduction of “Tokyo Ohka Global Employees Stockholding Association
Restricted Stock Unit Plan”

Tokyo Ohka Kogyo Co., Ltd. (the “Company”) announced that it resolved on July 16, 2024 to introduce “Tokyo Ohka Global Employees Stockholding Association Restricted Stock Unit Plan” (the “Plan”) pursuant to Article 370 of the Companies Act and Article 28 (Omission of resolutions of the Board of Directors) of the Company’s Articles of Incorporation.

1. Persons eligible to the Plan

Officers and employees of the Company’s global sites participating in the Tokyo Ohka Global Employees Stockholding Association (the “Global Stockholding Association”) who are designated by the Company (the “Eligible Persons”).

*Global sites subject to the Plan: U.S., Taiwan, Korea, China, Singapore, the Netherlands, and France

2. Objectives of introducing the Plan

The Plan aims to support the Eligible Persons’ asset building, provide the Eligible Persons with incentives for sustainable improvement of corporate value, and further encourage the Eligible Persons to share values with our shareholders, by, as a measures to enhance our welfare program, creating opportunities for the Eligible Persons participating in the Global Stockholding Association to acquire the Company’s common shares issued or disposed of by the Company as restricted stock through the Association.

3. Outline of the Plan

Under the Plan, the Company will grant a specified number of restricted stock units (RSUs) to the Eligible Persons in advance and deliver the Company’s common shares in the same number as that of such RSUs after they vest, provided that the Eligible Persons have been in the position of an officer or employee at our global site during the period determined by the Company in advance. In the event that the total number of the Company’s issued shares increases or decreases due to a stock consolidation or stock split (including gratis allotment of shares), the number of shares to be delivered under the Plan will be adjusted by multiplying the stock consolidation/split ratio.

4. Method and timing of the delivery of the Company's shares

At a time determined by the Company after RSUs vest, the Company will deliver a specified number of shares of the Company's common shares through the issuance of new shares, disposal of treasury shares, or market purchase based on a resolution of the Company's Board of Directors, in exchange for the contribution in kind of monetary claims against the Company granted by the Company or its overseas subsidiaries to the Eligible Persons.

The paid-in amount per share of the Company's shares to be issued or disposed of under the Plan will be determined by the Company's Board of Directors within a range that does not give unfair advantage to the Eligible Persons based on the closing price of the Company's shares on the Tokyo Stock Exchange on the business day immediately preceding the date of a resolution of the Board of Directors on the issuance or disposal (the closing price of the most recent trading day prior to that day if no transaction is executed on that day).

5. Treatment in case of organizational restructuring and other events

If a general meeting of shareholders of the Company approves matters regarding a merger agreement under which the Company will become a non-surviving company or a share exchange agreement, share transfer plan, or other organizational restructuring, etc., under which the Company will become a wholly owned subsidiary, or in the event of any other circumstances specified by the Company, the Company may deliver the Company's shares, cash, or shares of the counterparty to the organizational restructuring, etc. in the number or amount reasonably determined based on a resolution of the Board of Directors.

###

For contact: Corporate Communication Division

TEL: +81-44-435-3000