

NEWS RELEASE

Resonac Holdings Corporation
 Tokyo Shiodome Bldg., 1-9-1, Higashi-Shimbashi
 Minato-ku, Tokyo 105-7325

November 14, 2024

Introduction of “Special Incentive Scheme (Disposal of Treasury Stock)” Through Employee Shareholding Association

Resonac Holdings Corporation (hereinafter, the “Company”) today announces that the Company decided to introduce an incentive plan (hereinafter, the “Scheme”) with the aim of increasing the motivation of the Group’s employees (hereinafter, “Employees”) to enhance the Company’s medium- to long-term shareholder value.

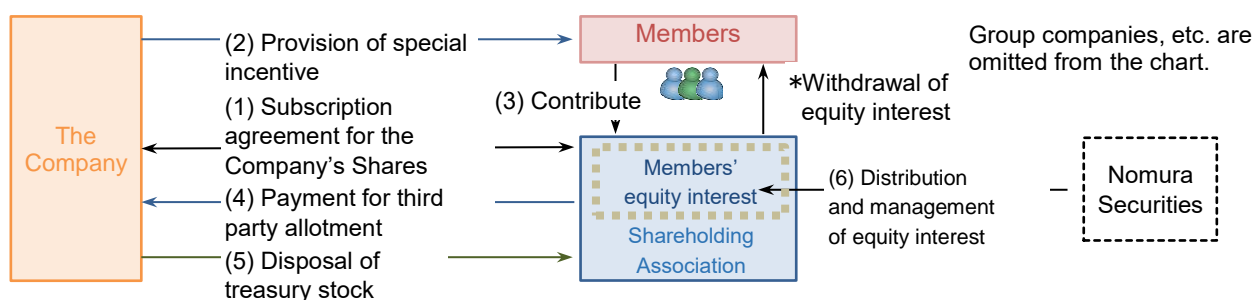
Under the Scheme, the common stock issued by the Company (hereinafter, the “Company’s Shares”) will be granted to members (hereinafter, “Members”) of the Resonac Employee Shareholding Association (hereinafter, the “Shareholding Association”) through the Shareholding Association.

1. Purpose of the Scheme

The Group grants an incentive to Members with the aim of helping Employees build their assets and motivate themselves to work by holding the Company’s Shares. We will further promote this concept by granting a special incentive equivalent to 10 shares of our common stock per person to all eligible members. The special incentive will be used to dispose of treasury stock to the Shareholding Association through a third-party allotment. For details of the third-party allotment, please refer to “Notice Regarding Disposal of Treasury Stock as Granting of Shares Through Employee Shareholding Association” dated today.

The Scheme aims to raise Employees’ awareness of participating in management and to increase their motivation to enhance the Company’s medium- to long-term shareholder value. We believe that, from today onward, the Scheme will encourage Employees who have not yet joined to join the Shareholding Association, allowing more Employees to share medium- to long-term shareholder value with our shareholders.

2. Structure of the Scheme



- (1) The Company enters into a stock subscription agreement for disposal and subscription of treasury stock with the Shareholding Association.
- (2) The Company provides a special incentive to Members.

- (3) Members contribute the special incentive provided to them to the Shareholding Association.
 - (4) The Shareholding Association collects the special incentive contributed by Members and pays for the third-party allotment of shares.
 - (5) The Company disposes of treasury stock to the Shareholding Association.
 - (6) The Company's Shares allotted are distributed to and managed for Members' equity interest in the Shareholding Association by Nomura Securities Co., Ltd., to which the Shareholding Association entrusts the stock administration.
- * Members may withdraw the allotted the Company's Shares to brokerage accounts in their individual names.

3. Granting of the Company's Shares under the Scheme

Following the introduction of the Scheme, the Company resolved at the Board of Directors meeting held today to dispose of 139,420 shares (equivalent to approximately 544.71 million yen) of 3,557,123 shares of treasury stock held (as of June 30, 2024) to the Shareholding Association. An outline of the Shareholding Association to which the allotment is to be made is as follows.

- (1) Name: Resonac Employee Shareholding Association
- (2) Address: Tokyo Shiodome Bldg., 1-9-1, Higashi-Shimbashi Minato-ku, Tokyo
- (3) President: Masahide Chibu
- (4) Number of shares held: 2,043,037 shares (as of October 31, 2024)
- (5) Shareholding ratio: 1.10% (ratio to the number of issued shares)

The Company also filed a Securities Registration Statement today pursuant to the Financial Instruments and Exchange Act. The number of shares to be disposed of stated in the Securities Registration Statement is the maximum number of shares assumed if all the Group's employees eligible for the incentive joined the Shareholding Association.

Following a resolution at its Board of Directors meeting to be held promptly after today, the Shareholding Association will hold a promotion for Employees with a sufficient notice period and invite prospective members to join the Shareholding Association. Accordingly, as there may be a small number of Employees who do not actually join the Shareholding Association or who have terminated membership due to retirement, the number of eligible persons may be less than the maximum number assumed. The number of shares to be disposed of and the total value to be disposed of when the number of eligible persons is determined will be announced as soon as it is determined.

For further information, contact:

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