



NEWS RELEASE

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

November 14, 2024

Notice Regarding Disposal of Treasury Stock as Granting of Shares Through Employee Shareholding Association

Resonac Holdings Corporation (hereinafter, the “Company”) announces that at the Board of Directors meeting held today, it resolved to dispose of its treasury stock by third-party allotment as follows.

1. Outline of Disposal

(1) Date of disposal	March 19, 2025
(2) Class and number of shares to be disposed of	139,420 shares of common stock of the Company (Note)
(3) Disposal price	3,907 yen per share
(4) Total value of disposal	544,713,940 yen (Note)
(5) Method of disposal (Scheduled allottee)	By way of third-party allotment (Resonac Employee Shareholding Association (hereinafter, the “Shareholding Association”): 139,420 shares)
(6) Other	The Treasury Stock Disposal is subject to effectuation of a Securities Registration Statement pursuant to the Financial Instruments and Exchange Act.

(Note) The figures for the “number of shares to be disposed of” and the “total value of disposal” represent the maximum amount calculated under the assumption that 10 shares of the Company’s common stock will be granted to each of the maximum number of 13,942 eligible individuals who could potentially receive stock grants. The Shareholding Association will, following a resolution by the Shareholding Association Board of Directors to be held promptly after today, conduct a membership promotion for employees of the Company Group (hereinafter referred to as “employees”), providing a sufficient notification period and solicit membership. Therefore, the final number of shares to be disposed of and the total disposal amount will be determined after the promotion period concludes.

2. Purpose of and Reasons for the Disposal

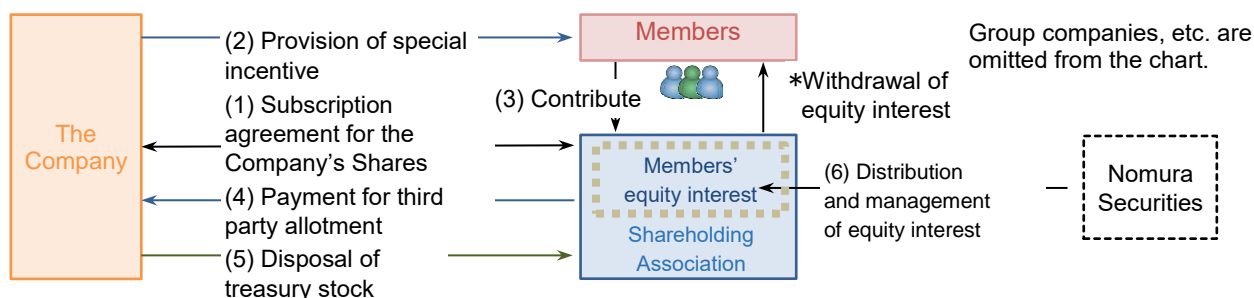
Today, the Company decided to introduce an incentive plan (hereinafter the “Scheme”) with the aim of increasing the motivation of Employees to enhance the Company’s medium- to long-term shareholder value. Under the Scheme, the common shares issued by the Company (hereinafter the “Company’s Shares”) will be granted to members (hereinafter “Members”) of the Shareholding Association eligible for the grant as a special incentive. For an outline of the Scheme, please refer to “Introduction of “Special Incentive Scheme (Disposal of Treasury Stock)” Through Employee Shareholding Association” dated today.

Under the Scheme, the Company grants a special incentive to Members and disposes of treasury stock to the Shareholding Association in exchange for contribution of said special incentive (hereinafter the “Treasury Stock Disposal”) by way of third-party allotment. As described in the note to “1. Outline of the Disposal,” the number of shares to be disposed of

to the Shareholding Association will be determined at a later date, but will be a maximum of 139,420 shares. The grant of special incentive bonuses to members consists of the allocation of money, not the granting of a monetary claim. Furthermore, there are no monetary contributions from the members other than the contribution of the granted special incentive bonus.

The dilution effect of this treasury stock disposal, as of June 30, 2024, is 0.08% of the total number of outstanding shares of 184,901,292 shares, and 0.08% of the total number of voting rights of 1,810,050 units (both rounded to two decimal places).

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. Basis of Calculation and Specific Details of the Disposal Price

The Treasury Stock Disposal is for the purpose of introducing the Scheme. The disposal price is set at 3,907 yen, which is the closing price of our company's stock on the Tokyo Stock Exchange Prime Market on November 13, 2024 (the last business day before the Board of Directors' resolution date). This price is based on the market price just prior to the Board resolution date and is considered reasonable.

Note that the deviation rate (rounded off to two decimal places) of this price from the average closing price of The Company Shares on the Tokyo Stock Exchange Prime Market is as follows.

Period	Average closing price (rounded down to the nearest yen)	Deviation rate
1 month (October 11, 2024 to November 13, 2024)	3,720 yen	5.03%
3 months (August 14, 2024 to November 13, 2024)	3,569 yen	9.47%
6 months (May 14, 2024 to November 13, 2024)	3,542 yen	10.30%

All five of the Company's Audit & Supervisory Board Members (including three Outside Member of Audit & Supervisory Board) have expressed the opinion that, in light of the fact that the disposal price is the closing price of our company's stock on the Tokyo Stock Exchange Prime Market on the last business day before the Board of Directors' resolution

date, the subscription amount does not constitute an especially favorable price for the allottee and is lawful.

4. Procedures under the Corporate Code of Conduct

Since the Treasury Stock Disposal (i) has a dilution rate of less than 25% and (ii) does not involve a change of the controlling shareholder, it is not necessary to obtain an opinion from an independent third party and to confirm the intention of shareholders as stipulated in Article 432 of the Securities Listing Regulations prescribed by the TSE.

For further information, contact:

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