

# Nxera Introduces Employee Stock Ownership Plan (J-ESOP) for Employees Residing in Japan

**Tokyo, Japan and Cambridge, UK, 19 November 2025** – Nxera Pharma Co. Ltd (“Nxera” or “the Company; TSE 4565) announces that its Board of Directors have decided to replace the current Restricted Share Unit (“RSU”) Plan with the Employee Stock Ownership Plan (J-ESOP) (hereinafter referred to as the “Plan” and a trust established under the trust agreement to be concluded with Mizuho Trust & Banking Co., Ltd. with respect to the Plan, is referred to as the “Trust”), which grants the Company’s shares to employees residing in Japan, and to establish the Share Benefit Rules (hereinafter referred to as ‘Share Benefit Rules’) as set out below. This Plan provides benefits based on points upon retirement etc., thereby providing employees with tax benefits and mitigating the concentration of sales of the Company shares at specific points in time that often occur under RSU Plans.

## 1. Background to the Introduction

In FY2019, the Company introduced the RSU Plan with the intention to increase the motivation of the Directors, the Executive Officers and the Eligible Employees of the Company and its wholly owned subsidiaries (“Executives and Employees”) to realize the Company’s vision and strategy. The RSU Plan was also designed to share the benefits and risks of share price fluctuations with shareholders and further encourage the Executives and Employees of the Company and its wholly owned subsidiaries to actively contribute to the increase of the share price and enhance the Company’s corporate value. The Company has decided to replace part of the RSU Plan with the Plan to further increase the interest of Employees residing in Japan in share price and performance improvements, thereby contributing to more motivated engagement in their work. Please note that there are no changes to the RSU plan for Executives and Employees not residing in Japan. The number of shares to be issued will not change as a result of the introduction of the Plan.

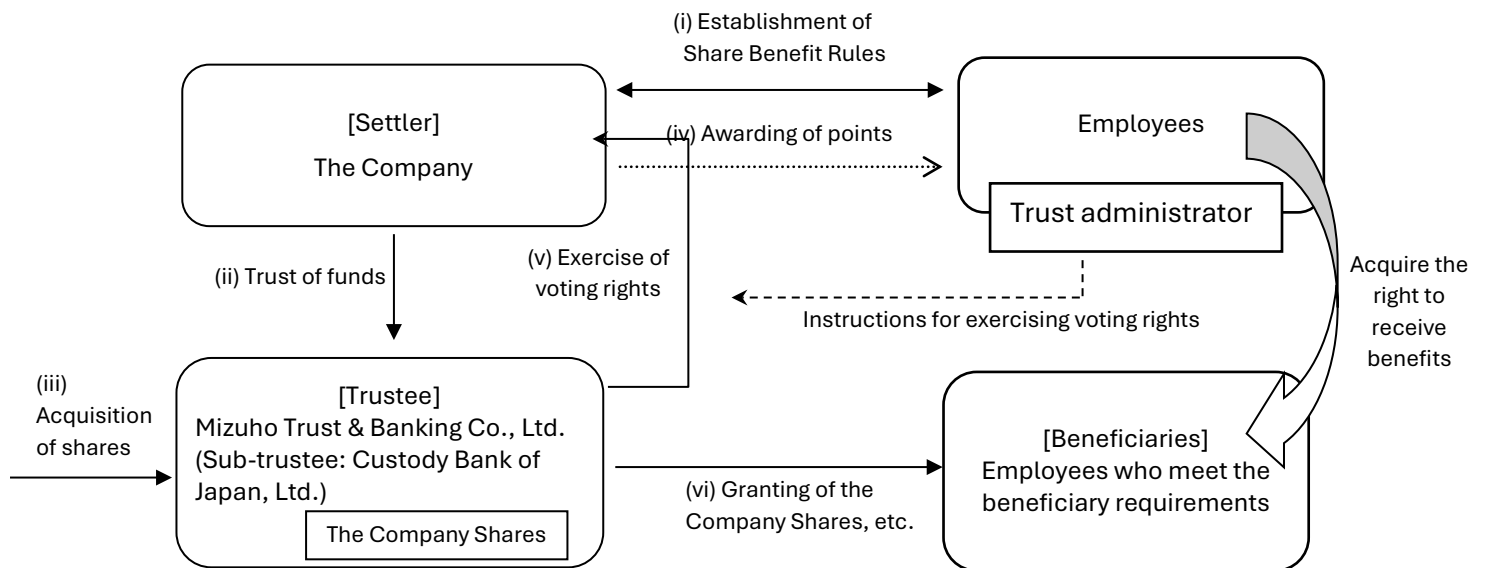
## 2. Overview of the Scheme

This Plan is a trust-based arrangement modelled on the US Employee Stock Ownership Plan (ESOP). It provides Company Shares and cash equivalent to the market value of such shares (hereinafter referred to as “Company Shares, etc.”) to eligible employees of the Group, based on pre-established Share Benefit Rules set by each Group company (e.g., upon retirement, etc.).

Each Group company awards points to employees and grants the Company Shares, etc. equivalent to the awarded points when vesting conditions are met. The shares to be granted to employees shall be acquired, including future allocations, using funds placed in a trust established in advance and shall be segregated and managed as trust assets.

The timing of the trust establishment and the amount involved in this Plan will be announced once determined.

## [Mechanism of the Plan]



1. The Company will establish the Share Benefit Rules upon the introduction of the Plan.
2. In accordance with the Share Benefit Rules, the Company will entrust funds to Mizuho Trust & Banking Co., Ltd. (sub-trustee: Custody Bank of Japan, Ltd.) under a trust for the benefit of a third party for the purpose of preliminarily acquiring the Company's shares to be granted to employees in the future.
3. The Trust will acquire shares of the Company using the funds entrusted in (2), through market transactions on the stock exchange, by subscribing for shares disposed of as treasury stock by the Company, or by subscribing for newly issued shares of the Company.
4. The Company will award points to employees in accordance with the Share Benefit Rules.
5. The Trust will exercise voting rights based on instructions from the trust administrator.
6. The Trust will grant shares of the Company to employees who satisfy the beneficiary requirements specified in the Share Benefit Rules (the "Beneficiaries"), according to the number of points awarded to each of the Beneficiaries. However, if an employee meets specific requirements set forth in the Share Benefit Rules, the employee may receive cash equivalent to the market value of the relevant shares of the Company for a certain portion of the points.

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## About Nxera Pharma

Nxera Pharma is a technology powered biopharma company in pursuit of new specialty medicines to improve the lives of patients with unmet needs in Japan and globally.

We have built an agile, new-generation commercial business in Japan to develop and commercialize innovative medicines, including several launched products, to address this high value, large and growing market and those in the broader APAC region.

Behind that, and powered by our unique NxWave™ discovery platform, we are advancing an extensive pipeline of over 30 active programs from discovery through to late clinical stage internally and in partnership with leading pharma and biotech companies. This pipeline of potentially first- and best-in-class candidates

is focused on addressing major unmet needs in some of the fastest-growing areas of medicine across obesity and metabolic disorders, neurology/neuropsychiatry and immunology and inflammation.

Nxera employs approximately 400 talented people at key locations in Tokyo and Osaka (Japan), London and Cambridge (UK), Basel (Switzerland) and Seoul (South Korea) and is listed on the Tokyo Stock Exchange (ticker: 4565).

For more information, please visit [www.nxera.life](http://www.nxera.life)

LinkedIn: [@NxeraPharma](#) | X: [@NxeraPharma](#) | YouTube: [@NxeraPharma](#)

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### Forward-looking statements

This press release contains forward-looking statements, including statements about the discovery, development, and commercialization of products. Various risks may cause Nxera Pharma Group's actual results to differ materially from those expressed or implied by the forward looking statements, including: adverse results in clinical development programs; failure to obtain patent protection for inventions; commercial limitations imposed by patents owned or controlled by third parties; dependence upon strategic alliance partners to develop and commercialize products and services; difficulties or delays in obtaining regulatory approvals to market products and services resulting from development efforts; the requirement for substantial funding to conduct research and development and to expand commercialization activities; and product initiatives by competitors. As a result of these factors, prospective investors are cautioned not to rely on any forward-looking statements. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.