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FOR IMMEDIATE RELEASE

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(Securities Code: 4934 Tokyo Stock Exchange)
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Notice concerning stock options (stock acquisition rights)

Premier Anti-Aging Co., Ltd. ("the Company") announces that it has resolved to submit a proposal regarding the determination of remuneration related to stock options for the Company's directors (excluding outside directors) to the 15th Ordinary General Meeting of Shareholders to be held on October 29, 2024 (hereinafter referred to as the "General Meeting") at the Board of Directors meeting held today.

1. Rational for submitting a proposal

The purpose of issuing stock options (stock acquisition rights) to our directors (excluding outside directors) is to further increase the directors' 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. Details of proposal to be submitted

At the 10th Ordinary General Meeting of Shareholders held on October 24, 2019, the remuneration for our directors was approved to be up to 200 million yen per year (however, this does not include the employee salaries of directors who also serve as employees). However, the proposal asks for approval to allocate stock acquisition rights as stock options to directors (excluding outside directors) up to an annual amount of 40 million yen, separate from the amount of remuneration.

Specific details of these stock acquisition rights are outlined below.

(1) 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 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 occurs

on a date subsequent to this resolution of the General Meeting of Shareholders, 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 Number of Shares Granted may be adjusted if deemed necessary by the Board of Directors.

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

(2) Number of stock acquisition rights to be issued

The maximum number of stock acquisition rights that may be allocated within one year of the date on which the Ordinary General Meeting of Shareholders for each fiscal year is held shall be 400. Provided, however, that adjustments shall be made as provided in (1) above if so warranted.

(3) Issue price of 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.

(4) 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 on which the stock acquisition rights are issued (hereinafter, the "Day of Allotment.")

In addition, if the above-mentioned amount to be paid needs to be adjusted, such as when a stock split, stock consolidation, or gratis allotment of shares is carried out after the Day of Allotment, the Exercise Price shall be adjusted accordingly.

(5) Period when stock acquisition rights may be exercised

The stock acquisition rights may be exercised during the period beginning two years after the date of the Board of Director's meeting for determining terms and conditions of the stock acquisition rights and 10 years after the date of such resolution, as determined by such Board of Director's resolution.

However, if the final day of the exercise period is a Company holiday, the final day of the period shall be the business day prior to that date.

(6) 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.

(7) Limitations on the acquisition of stock acquisition rights by transfer

The acquisition of stock acquisition rights by transfer requires approval by the Board of Directors.

(8) 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 (6) 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

(9) Other details of the stock acquisition rights

Other details of the stock acquisition rights shall be determined by the Board of Directors which decides the terms and conditions of the stock acquisition rights.

(Reference)

After the conclusion of this General Meeting, the Company plans to issue stock acquisition rights with the same content as above to its executive officers by resolution of the Board of Directors of the Company. The details of the issuance will be immediately announced once it is resolved by the Board of Directors.