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April 25, 2025

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Introduction of a Trust-type Employee Shareholding Incentive Plan (E-Ship®)

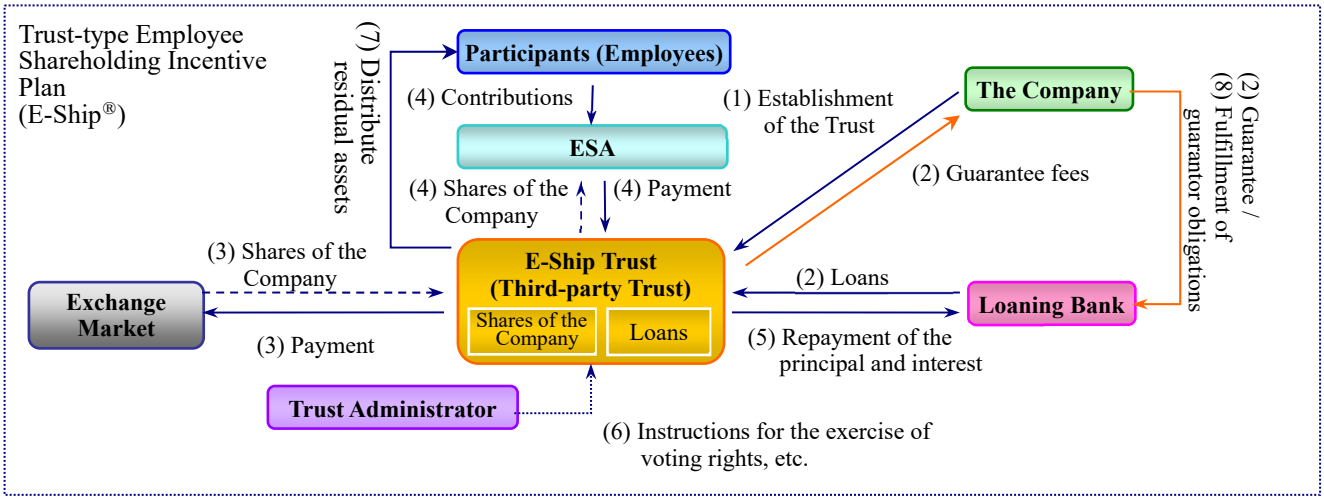
NEXTAGE Co., Ltd. (the "Company") hereby announces that at a meeting held on April 25, 2025, the Board of Directors passed a resolution to introduce a Trust-type Employee Shareholding Incentive Plan (E-Ship®) (the "Plan") for the purpose of giving an incentive to the employees of the Company and the Group (the "Employees") to increase the Company's medium- to long-term corporate value.

1. Overview of the Plan

The Plan is an incentive plan for all Employees who participate in the NEXTAGE Employee Shareholding Association (the "ESA"). For the Plan, the Company will establish the NEXTAGE Employee Shareholding Incentive Plan Trust (the "E-Ship Trust") through a trust bank, and the E-Ship Trust will acquire the shares of the Company that are expected to be acquired by the ESA for the next five years. The E-ship Trust will then sell the shares of the Company to the ESA on an ongoing basis. If the E-Ship Trust has a surplus equivalent to gains on the sale of the shares at the end of the trust term, it will be distributed as residual assets to those who meet the beneficiary eligibility requirements. As the Company will become the guarantor of the loans taken for the E-Ship Trust to acquire the shares of the Company, if the E-Ship Trust has a deficit equivalent to losses on the sale of the shares due to declines in the price of the shares of the Company and thus an outstanding loan balance equivalent to the losses on the sale of the shares at the end of the trust term, the Company will pay the said loan balance.

The Plan is intended to provide employees with incentives to increase corporate value over the medium- to long-term and, as a measure to promote welfare benefits, to support the Employees in building their assets by encouraging employees to acquire and hold shares through the expansion of the ESA.

2. Scheme of the Plan



(1) The Company establishes an E-Ship Trust (third-party trust) whose beneficiaries are participants in the ESA who meet the beneficiary eligibility requirements.
(2) The E-Ship Trust takes out loans from the loaning bank to acquire the shares of the Company, and the Company becomes the guarantor of the said loans. In consideration of the said guarantee, the Company receives guarantee fees from the E-Ship Trust.
(3) The E-Ship Trust acquires the shares of the Company that are expected to be acquired by the ESA during the trust term.
(4) The E-Ship Trust sells the shares of the Company acquired in (3) throughout the trust term on an ongoing basis at market value to the ESA according to prescribed plans (regarding conditions and methods).
(5) The E-Ship Trust repays the principal and interest of the loans with the proceeds from the sale of the shares of the Company to the ESA and the dividends from the shares of the Company it holds.
(6) The E-Ship Trust exercises its voting rights with respect to the shares of the Company it holds as instructed by the Trust Administrator selected for the beneficiaries.
(7) Any residual assets in the E-Ship Trust at the end of the trust term are distributed to those who meet the beneficiary eligibility requirements.
(8) If there is an outstanding loan balance at the end of the trust term, the Company pays it as the guarantor it has become in (2).

3. Overview of the E-Ship Trust

(1) Name:	NEXTAGE Employee Shareholding Incentive Plan Trust
(2) Trustor:	NEXTAGE Co., Ltd.
(3) Trustee:	The Nomura Trust and Banking Co., Ltd.
(4) Beneficiaries:	Those who meet the beneficiary eligibility requirements (They will become beneficiaries after given procedures once the requirements are met.)
(5) Trust contract date:	April 25, 2025
(6) Trust term:	April 25, 2025 to April 30, 2030
(7) Purpose of trust:	Stable and continuous supply of shares to the ESA and distribution of trust assets to those who meet the beneficiary eligibility requirements
(8) Beneficiary eligibility requirements:	All persons who are alive and are participants in the ESA on the start date of the beneficiary determination procedures (the date on which the trust term ends, when all trust assets are converted to cash, the date on which all shares of the Company held as trust assets are sold to the ESA, etc.), including persons who have withdrawn from the ESA due to retirement, transfer, promotion to the position of an officer, or expiration of an employment term between May 2, 2025 and the start date of the beneficiary determination procedures.

4. Details of the shares of the Company to be acquired by the E-ship Trust

(1) Type of shares to be acquired:	Common shares of the Company
(2) Total amount to be acquired:	Up to ¥4,400 million (total amount borrowed by the E-ship Trust)
(3) Share acquisition period:	May 1, 2025 to May 20, 2025
(4) Share acquisition method:	To be acquired from the exchange market

(Reference)
E-Ship® is a trademark of Nomura Securities Co., Ltd.
E-Ship® (Employee Shareholding Incentive Plan) is an incentive plan for employees modeled after an ESOP (Employee Stock Ownership Plan) that is widely used in the United States. E-Ship® was developed by Nomura Securities Co., Ltd. and The Nomura Trust and Banking Co., Ltd.

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