

## Notice of Issuance of New Shares Under the Restricted Stock Unit (RSU) Plan and Determination of Payment Amount and Other Matters of Issuance of New Shares Under Previous Years' RSU Plan

Tokyo, Japan and Cambridge, UK, 7 April 2023 – Sosei Group Corporation (“the Company”; TSE: 4565) announces that it has decided to issue new shares (“the Share Issuance”) under the 16th to 18th Restricted Stock Unit (“RSU”) Plan and determined the payment amount and other matters of issuance of new shares under the 9th RSU and 11th RSU as follows.

### 1. Issuance of new shares under the RSU Plan

The resolution on the Share Issuance under the RSU Plan was adopted at the Board of Directors meeting held today as follows.

#### (1) Details of Issuance under 16th RSU to 18th RSU

(i) Payment date	16th RSU 16 May 2024 17th RSU 15 May 2025 18th RSU 18 May 2026
(ii) Type and number of shares to be issued	596,296 shares of the Company’s common stock (17th and 18th RSU are planned number of shares)  (Breakdown) 16th RSU 71,018 shares 17th RSU 262,639 shares (planned) 18th RSU 262,639 shares (planned)
(iii) Payment amount	16th RSU: 2,401 Yen per share 17th and 18th RSU: the Representative Executive Officer will decide the payment amount hereafter
(iv) Total issue value	16th RSU: 170,514,218 Yen 17th and 18th RSU: the Representative Executive Officer will decide the total issue value hereafter
(v) Planned Allottees	16th RSU 71,018 shares will be allotted among 8 Directors of the Company (excluding Directors who serve as Executive Officers concurrently)  17th RSU 6 Executive Officers of the Company 207 Directors of subsidiaries of the Company and Employees of the Company and its subsidiaries 262,639 shares to be allotted (planned)

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	<p>18th RSU          6 Executive Officers of the Company          207 Directors of subsidiaries of the Company and Employees of the Company and its subsidiaries          262,639 shares to be allotted (planned)</p>
(vi) Other details	<p>The Share Issuance shall be subject to becoming effective as of the Securities Registration Statement filed in accordance with the Financial Instruments and Exchange Act.</p> <p>The number of shares planned to be allotted for the 17th and 18th RSU is subject to change by the decision of the Representative Executive Officer.</p>

***(2) Objectives of and Rationale for the Issuance***

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 has also been 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 Share Issuance is to be executed under the resolution by the Board of Directors meeting of the Company held on 7 April 2023 as part of the compensation for FY2023 under the RSU Plan, on the condition that the Executives and Employees hold the position of Executive or Employee, there has been no notice of resignation, dismissal, or the like, and they are not subject to any disciplinary proceedings during the specified period (“Relevant Performance Period”) relating to the 16th to 18th RSU listed in the table below.

	Persons Eligible for Allotment	Allotment number	Payment amount	Relevant Performance Period
16th RSU	8 Directors of the Company (excluding Directors who serve as Executive Officers concurrently)	71,108 shares	170,514,218 Yen	For the length of service between 1 April 2023 to 31 March 2024
17th RSU	6 Executive Officers of the Company 207 Directors of subsidiaries of the Company and Employees of the	262,639 shares (Planned)	630,596,239 Yen (Note)	For the length of service between 1 April 2023 to 31 March 2025

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	Company and its subsidiaries			
18th RSU	6 Executive Officers of the Company 207 Directors of subsidiaries of the Company and Employees of the Company and its subsidiaries	262,639 shares (Planned)	630,596,239 Yen (Note)	For the length of service between 1 April 2023 to 31 March 2026

(Note) Payment amount for 17th RSU and 18th RSU is estimated amount at the time of submission of this Press Release “Notice of Issuance of New Shares Under the Restricted Stock Unit (RSU) Plan and Determination of Payment Amount and Other Matters of Issuance of New Shares Under Previous Years’ RSU Plan.” Actual payment amount is an amount obtained by multiplying the allotted number of shares by the payment amount per share, which is determined by the Representative Executive Officer as of the Date of Determination as stated (ii) below.

The Company’s Board of Directors determined the number of shares to be allotted and the payment amount per share relating to the 16th RSU as follows and entrusted the Representative Executive Officer with the determination of the number of shares to be allotted and the payment amount per share relating to the 17th and 18th RSU.

(i) 16th RSU

The number of shares to be allotted has been determined by the resolution at the Company’s Board of Directors meeting held on 7 April 2023.

The payment amount per share has been determined by the resolution of the Company’s Board of Directors meeting as at the closing price of the Company’s shares on the Tokyo Stock Exchange as of the business day immediately preceding the date of the resolution (6 April 2023).

The payment amount is at the market share price immediately preceding the date of the resolution of the Company’s Board of Directors, so that the Company considers that it is issuing shares at a fair value.

(ii) 17th and 18th RSU

Allotment relating to the 17th and 18th RSU will be executed in 2025 and 2026, and the determination of the number of shares to be allotted and the payment amount per share has been entrusted with the Representative Executive Officer by the resolution of the Company’s Board of Directors meeting held on 7 April 2023.

The number of shares to be allotted will be determined by a decision made by the Representative Executive Officer as of the day determined by the Board of Directors for each RSU (the “Date of Determination\*”) pursuant to the aforementioned entrustment. Accordingly, the

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aforementioned total allotment of 525,278 shares relating to the 17th and 18th RSU may be changed as a result of a decision made by Representative Executive Officer. The payment amount per share will be determined by the Representative Executive Officer pursuant to the aforementioned entrustment on the Date of Determination as at the closing price of the Company's shares on the Tokyo Stock Exchange on the day immediately prior to the Date of Determination (if no closing price is quoted, the closing price of the immediately preceding trading date to such business day).

The payment amount per share is at the market share price immediately preceding the Date of the Determination by Representative Executive Officer, so the Company considers that it is issuing shares at a fair value.

(\* ) The Date of Determination for each of the 17th and 18th RSU is as follows.  
17th RSU: 16 April 2025  
18th RSU: 15 April 2026

The contents of the RSU Plan are as stated below.

### (1) Conditions of Allotment

The Company will allot shares of the Company according to the predefined method to the Executives and Employees on the condition that they hold the position of Executive or Employee, there has been no notice of resignation, dismissal, or the like, and they are not subject to any disciplinary proceedings during the predefined Relevant Performance Period.

### (2) Maximum number of our Shares to be issued under the RSU Plan

The number of Shares to be issued under the RSU Plan including the number of Shares to be issued under the 19th RSU and thereafter as well as other stock-based compensation plan of the Company will not exceed 10% of our total number of outstanding shares.

### (3) Method to deliver the Company's shares

Under the RSU Plan, the Company will deliver the Company's common shares to Executives and Employees following the end of the predefined Relevant Performance Period, and the share issuance will be made in return for provision as contribution in kind of monetary compensation claims against the Company granted to the Executives and Employees of the Company and its wholly owned subsidiaries as the Planned Allottees.

The amount of monetary compensation claims granted to each person eligible for allotment will be the amount obtained by multiplying the aforementioned payment amount per share by the predefined number of allotted shares which is determined by taking into account the degree of contribution to the Company, etc., of each person eligible for allotment.

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#### (4) Grounds for Forfeiture

If during their Relevant Performance Period, an Executive or Employee falls under certain specified circumstances, such as being subject to criminal punishment equivalent to or more severe than imprisonment or being subject to a filing for the commencement of insolvency proceedings or civil rehabilitation proceedings, etc., that Executive or Employee will not obtain any right to be allotted Company shares under the RSU Plan and their rights to receive Company Shares will be extinguished at the time such circumstances in question occurs.

#### (5) Treatment in Cases of Reorganization or Change of Control Transactions

If during a Relevant Performance Period a general meeting of shareholders, etc. of the Company approves a transaction involving a reorganization or a change of control, such as a merger agreement in which the Company is the dissolved entity or a share exchange agreement or share transfer agreement under which the Company becomes a wholly owned subsidiary and that transaction becomes effective before the completion of the Relevant Performance Period, the Company will, by resolution of the Board of Directors, allot the maximum number of shares prior to the reorganization transaction coming into effect.

The Relevant Performance Period under the RSU Plan is one year for Directors, and two and three years for Executive Officers of the Company, Directors of subsidiaries of the Company and Employees of the Company and its subsidiaries.

To Directors, all of the allotment shares are to be allotted after one year and, to Executive Officers of the Company, Directors of subsidiaries of the Company and Employees of the Company and its subsidiaries, half of the allotment shares are to be allotted after two years and the remaining half after three years. Going forward, the timing of allotment of shares under the RSUs determined so far is as follows, and the number of shares to be allotted and the payment amount per share will be announced separately each time a determination is made by the Representative Executive Officer under the entrustment by the resolution of the Company's Board of Directors meeting.

9th RSU: 18 May 2023

11th RSU: 18 May 2023

12th RSU: 16 May 2024

13th RSU: 18 May 2023

14th RSU: 16 May 2024

15th RSU: 15 May 2025

The number of shares to be issued under the RSU Plan of the Company after the determination of the 16th to 18th RSU will be 2.15 % of the total number of outstanding shares of the Company as of 31 March 2023.

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## 2. Determination of payment amount and other matters of issuance of new shares under RSU Plan

The Company has determined the payment amount and other matters of issuance of new shares under the RSU Plan No. 9 and No. 11 as set forth below as announced by the Company in Press Release “Notice of Issuance of New Shares Under Restricted Stock Unit (RSU) Plan” issued on 16 April 2020 and Press Release “Notice of Issuance of New Shares Under Restricted Stock Unit (RSU) Plan” issued on 21 April 2021.

(i) Payment date	9th RSU 18 May 2023 11th RSU 18 May 2023
(ii) Type and number of shares to be issued	319,617 shares of the Company’s common stock  (Breakdown) 9th RSU 182,578 shares 11th RSU 137,039 shares
(iii) Payment amount	9th RSU 2,401 Yen per share 11th RSU 2,401 Yen per share
(iv) Total amount of payment	9th RSU 438,369,778 Yen 11th RSU 329,030,639 Yen
(v) Allottees	9th RSU 7 Directors and Executive Officers of the Company 43 Directors of subsidiaries of the Company and Employees of the Company and its subsidiaries  11th RSU 6 Directors and Executive Officers of the Company 58 Directors of subsidiaries of the Company and Employees of the Company and its subsidiaries
(vi) Other details	The Securities Registration Statements relating to the issuance of new shares under the 9th RSU and 11th RSU had been filed in accordance with the Financial Instruments and Exchange Act.

(Note)

1. The aforementioned payment amount per share has been determined by the Representative Executive Officer as at the closing price of the Company’s shares on the Tokyo Stock Exchange on the day immediately prior to the Date of Determination (6 April 2023). The payment amount per share is the market share price immediately preceding the Date of the Determination, so the Company considers it is not issuance of shares at a particularly favorable value.
2. The Company will deliver the aforementioned new shares to be issued to the Allottees in exchange for provision as contribution in kind of monetary compensation claims against the Company provided to the Allottees.
3. The Performance Period for the issuance of new shares under the 9th RSU was from 1 April 2020 to 31 March 2023 and the Performance Period for the issuance of new shares under the 11th RSU was from 1 April 2021 to 31 March 2023.

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### About Sosei Heptares

We are an international biopharmaceutical group focused on the discovery and early development of new medicines originating from our proprietary GPCR-targeted StaR<sup>®</sup> technology and structure-based drug design platform capabilities. We are advancing a broad and deep pipeline of novel medicines across multiple therapeutic areas, including neurology, immunology, gastroenterology, and inflammatory diseases.

We have established partnerships with some of the world's leading pharmaceutical companies and multiple emerging technology companies, including AbbVie, AstraZeneca, Genentech (Roche), GSK, Kallyope, Lilly, Neurocrine Biosciences, Novartis, Pfizer, Takeda and Verily. Sosei Heptares is headquartered in Tokyo, Japan with corporate and R&D facilities in Cambridge, UK.

“Sosei Heptares” is the corporate brand and trademark of Sosei Group Corporation, which is listed on the Tokyo Stock Exchange (ticker: 4565). Sosei, Heptares, the logo and StaR<sup>®</sup> are trademarks of Sosei Group companies.

For more information, please visit <https://soseiheptares.com/>  
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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 Sosei Group Corporation'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.