



NEWS RELEASE

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

April 23, 2024

Notice on Determination of Terms of Issue of Zero Coupon Convertible Bonds Due 2028

Resonac Holdings Corporation (Tokyo: 4004, President: Hidehito Takahashi, "REH") hereby announces the determination of the terms of issue and certain other matters (as well as those terms that were already determined) in respect of the issuance of Zero Coupon Convertible Bonds due 2028 (bonds with stock acquisition rights, *tenkanshasaigata shinkabu yoyakuken-tsuki shasai*) (the "Bonds with Stock Acquisition Rights", of which the Bonds and the Stock Acquisition Rights are to be hereinafter referred to as the "Bonds" and the "Stock Acquisition Rights", respectively) pursuant to the resolution of the Board of Directors as of April 23, 2024.

For further information regarding the issuance of the Bonds with Stock Acquisition Rights, please refer to the press release "Notice Regarding Issuance of Zero Coupon Convertible Bonds Due 2028" dated April 23, 2024.

Matters relating to the Stock Acquisition Rights

(1)	The price of the asset amount to be contributed upon exercise of the Stock Acquisition Rights	Equal to the principal amount of the Bonds
(2)	Conversion price	¥4,638
	(Reference)	
	Share price, etc. on the pricing date (April 23, 2024)	
	(i) Share price (closing price) on the Tokyo Stock Exchange	¥3,711
	(ii) Conversion premium	
	$\{((\text{Conversion price})/(\text{Share price (closing price)}) - 1) \times 100\}$	24.98%

For further information, contact:
Public Relations Group, Brand Communication Department (Phone: 81-3-6263-8002)

Note: This written press release is intended as general information regarding Resonac Holdings Corporation's pricing of the Bonds with Stock Acquisition Rights. This written press release does not constitute an offer of securities for sale in the United States, or an offer to purchase or subscribe for, or the solicitation of an offer to purchase or subscribe for the Bonds with Stock Acquisition Rights or the shares of common stock of REH in the United States or in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Bonds with Stock Acquisition Rights and the shares of common stock of REH issuable upon exercise of the Stock Acquisition Rights (together, the "Securities") have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any relevant securities laws of any state or other jurisdictions of the United States, and any such Securities may not be offered or sold within the United States, absent registration or an applicable exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state or local securities laws. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from REH and such prospectus will contain detailed information about the company and management, as well as financial statements.