

## **StemRIM Announces Proposal for Approval of Issuance of Stock Options to our Company's Executive Officers, Employees, and External Collaborators**

**Osaka, Japan, September 27, 2023** – StemRIM Inc. (TSE: 4599, Chairman and CEO: Kensuke Tomita; “StemRIM”) announces that proposal for approval at the 18th Annual General Meeting of Shareholders scheduled for October 25, 2023. The proposal seeks approval for the issuance of stock options in the form of new share subscription rights, free of charge, to our company's executive officers, employees, and external collaborators, as well as delegating the determination of the offering terms to our company's board of directors in accordance with the provisions of Article 236, Article 238, and Article 239 of the Company Act.

### **1. Purpose of issuance Stock Option with Particularly Favorable Conditions**

These Stock Option are intended to be issued without any payment, especially to enhance the motivation and morale of our company's executive officers, employees, and external collaborators, contributing to the enhancement of the company's value, and to secure excellent talents.

### **2. Guidelines for issuance of Stock Option**

#### **(1) Persons to whom stock acquisition rights are allocated**

Executive officers, employees and external collaborators of the Company who are approved by the Board of Directors of the Company.

#### **(2) Total number of Stock Option**

The maximum number of stock acquisition rights that may be offered pursuant to the mandate of this General Meeting of Shareholders shall be 8,000 units.

#### **(3) Type and number of shares**

The type of shares for which these new stock acquisition rights are intended is the common stock of the company.

The number of shares per 1unit shall be 100 shares of the common stock of the company. Furthermore, the number of granted shares shall be adjusted according to the following formula if, after the allocation date of these new stock acquisition rights, the Company carries out a stock split (including the free allotment of common shares) or a consolidation of shares. However, such adjustments shall be made for the number of granted shares of these new stock acquisition rights that have not been exercised at that point, and any fraction of less than one share resulting from the adjustment shall be discarded.

$$\text{Adjusted Number of Granted Shares} = \text{Number of Granted Shares before Adjustment} \times \text{Ratio of Stock Split or Consolidation}$$

Additionally, in case our company undergoes a merger, company split, stock exchange, or stock transfer, and if it becomes necessary to adjust the number of other granted shares due to such mergers, etc., our company will adjust the number of granted shares

reasonably, taking into account the conditions and other factors related to the mergers, etc.

(4) Amount to be paid upon issuance of Stock Option  
None

(5) Exercise price

The amount to be paid per share upon exercise of the stock acquisition rights shall be 1.025 times the closing price of the common stock of the Company in regular trading on the Tokyo Stock Exchange on the allotment date of the stock acquisition rights (or the closing price of the immediately preceding date if no trading is effected). Any fraction less than one yen shall be rounded up to the nearest one yen.

If any of the following events occurs after the allotment date, the exercise price shall be adjusted respectively.

i) In the event that our company conducts a stock split or stock consolidation, the exercise price will be adjusted according to the following formula, and any fraction of less than 1 yen resulting from the adjustment will be rounded up.

$$\text{Adjusted Exercise Price} = \text{Original Exercise Price} \times \frac{1}{\text{Stock Split (or Consolidation) Ratio}}$$

ii) If our company issues new shares at a price below the market value or disposes of treasury shares, the exercise price will be adjusted according to the following formula, and any fraction of less than 1 yen resulting from the adjustment will be rounded up.

$$\text{Adjusted exercise price} = \text{Previous exercise price} \times \frac{\text{Number of existing common shares issued} + \frac{\text{Number of shares allocated} \times \text{Per-share payment amount}}{\text{Per-share market value}}}{\text{Number of existing common shares issued} + \text{Number of shares allocated}}$$

iii) In the above formula, "Number of existing common shares issued" refers to the total number of issued common shares by the company minus the number of treasury shares held by the company. In case of disposing of treasury shares, replace "Number of shares allocated" with "Number of treasury shares to be disposed of."

iv) After the allocation date, if the company encounters unavoidable circumstances such as mergers or other events that necessitate an adjustment of the exercise price, the company will consider the conditions of the merger or event and reasonably adjust the exercise price within a reasonable range.

(6) Exercise period

The period between the date 2 years have elapsed from the date of allotment of Stock Option and the date 10 years have elapsed from the date of resolution of allotment shall be separately determined by the Board of Directors. However, if the final day of the exercise period falls on a bank holiday, the preceding business day shall be considered the final day.

(7) Conditions for exercising Stock Option

i) The recipients of the new stock acquisition rights are required to hold a position as a director, auditor, executive officer, employee, or external collaborator of the Company or a subsidiary of the Company at the time of exercising the rights. However, this requirement may be waived by the Board of Directors for valid reasons.

ii) In the event that a rights holder passes away, their heirs are not permitted to exercise the rights. However, if a request is made by the heirs and approved by the Board of Directors, they may be allowed to exercise the rights.

iii) Partial exercise of each new stock subscription right shall not be permitted.

(8) Reasons and conditions for acquisition of Stock Option

- i) In the event that the proposal for the approval of the merger agreement, in which the Company becomes an extinct company, is approved at the Company's general meeting of shareholders, or the proposals for the approval of the share exchange agreement or the share transfer plan, in which the Company becomes a wholly-owned subsidiary, are approved at the Company's general meeting of shareholders, the Company may acquire the new stock subscription rights at no cost on a date to be separately determined by the Board of Directors.
- ii) If a new stock subscription rights holder becomes unable to exercise the rights due to no longer meeting the conditions for exercise as stipulated in (6) above or voluntarily relinquishes the rights, the Company may acquire the new stock subscription rights at no cost.
- iii) The Company may, at any time, cancel the new stock subscription rights acquired and held by the Company at no cost.
- iv) When exercising these new stock acquisition rights and receiving tax benefits based on Article 29-2 of the Special Taxation Measures Law, you shall comply with all of the following in addition to the provisions of these terms:
  - A) The total amount of the exercise price as stipulated in (5) for the exercise of these new stock acquisition rights shall not exceed 12 million yen in any one-year period.
  - B) The exercise price as stipulated in (5) must be an amount equal to or greater than the price of one share of the company's stock at the time of the allocation contract for these new stock acquisition rights.
  - C) The holder of these new stock acquisition rights shall, in accordance with the provisions of government ordinances, immediately after acquiring the shares through the exercise of these new stock acquisition rights, entrust the custody or management and disposal of the shares to a securities firm or financial institution in accordance with the trust agreement regarding custody, management, and disposal of shares to be concluded in advance between the Company and the securities firm, and the securities firm's place of business or office. Details regarding the securities firm will be provided to the holder of these new stock acquisition rights by the Company at a later date.
  - D) The holder of these new stock acquisition rights must comply with all requirements prescribed by laws and regulations in order to receive tax preferential treatment and other benefits.

(9) Restrictions on transfer of Stock Option

The acquisition of new stock subscription rights through transfer requires the approval of the Company's Board of Directors.

(10) Matters regarding the Increase in Capital and Capital Reserve in the Event of Issuance of Shares through the Exercise of New Stock Option

- i) The amount of increased capital stock resulting from the issuance of shares through the exercise of new stock subscription rights shall be calculated in accordance with Article 17, Paragraph 1 of the Company Calculation Regulations, and it shall be equal to half of the calculated capital stock increase limit amount. Any fraction of less than 1 yen resulting from the calculation shall be rounded up.
- ii) The amount of increased capital reserve resulting from the issuance of shares through the exercise of new stock subscription rights shall be calculated by subtracting the amount of increased capital stock as defined in (i) above from the capital increase

limit amount mentioned in (i) above.

(11) Issuance of Stock Option in the case of corporate reorganization

In the event that the Company undergoes a corporate reorganization action, where the Company merges (limited to cases where the Company is extinguished as a result of the merger), engages in an absorption-type company split or a new establishment-type company split (limited to cases where the Company becomes the split company), or conducts a stock exchange or stock transfer (limited to cases where the Company becomes a wholly-owned subsidiary as a result of the stock exchange or stock transfer), on the effective date of the Organizational Reorganization Transactions (in the case of an absorption merger, the date on which the absorption merger becomes effective; in the case of a new establishment merger, the date on which the new establishment merger company is established; in the case of an absorption-type company split, the date on which the absorption-type company split becomes effective; in the case of a new establishment-type company split, the date on which the new establishment-type company split company is established; in the case of a stock exchange, the date on which the stock exchange becomes effective; and in the case of a stock transfer, the date on which the wholly-owned parent company is established), any remaining new stock subscription rights not exercised and not acquired by the Company shall be transferred to the holders of such new stock subscription rights of each of the Organizational Reorganization Companies in each case. In this case, the Remaining New Stock Subscription Rights shall be extinguished, and the Organizational Reorganization Companies shall issue new stock subscription rights anew. Provided, however, that the following subparagraphs shall be conditions for stipulating in the absorption merger agreement, new establishment merger agreement, absorption-type company split agreement, new establishment-type company split plan, stock exchange agreement, or stock transfer plan the transfer of new stock subscription rights of the Organizational Reorganization Companies.

i) Number of New Stock Subscription Rights to be Transferred

An equal number of new stock subscription rights as the remaining new stock subscription rights held by the new stock subscription rights holder shall be transferred.

ii) Type of Shares of the Organizational Reorganization Companies for the Purpose of New Stock Subscription Rights

Common shares of the Organizational Reorganization Companies.

iii) Number of Shares of the Organizational Reorganization Companies for the Purpose of New Stock Subscription Rights

The number of shares of the Organizational Reorganization Companies for the purpose of new stock subscription rights shall be determined reasonably, taking into consideration the conditions of the Organizational Reorganization Transactions and in accordance with the provisions under "(3) Type and number of shares" above.

iv) Amount of Property to be Contributed upon Exercise of Each New Stock Subscription Right

The amount of property to be contributed upon exercise of each new stock subscription right shall be the product of the adjusted exercise price, as determined under "(4) Exercise price" and the number of shares of the Organizational Reorganization Companies for the purpose of each new stock subscription right, as determined under iii) above.

v) Period during which New Stock Subscription Rights can be Exercised

From the later of the commencement date of the period under "(5) Exercise period" or the effective date of the Organizational Reorganization Transactions until the expiration date of the period under "(5) Exercise period"

- vi) Matters regarding the Increase in Capital and Capital Reserve in the Event of Issuance of Shares through the Exercise of New Stock Subscription Rights Determined in accordance with the provisions under "(9) Matters regarding the Increase in Capital and Capital Reserve in the Event of Issuance of Shares through the Exercise of New Stock Option" above.
- vii) Restrictions on Acquisition of New Stock Subscription Rights through Transfer Acquisition of new stock subscription rights through transfer shall require the approval of the Board of Directors of the Organizational Reorganization Companies.
- viii) Reasons and Conditions for Acquisition of New Stock Subscription Rights Determined in accordance with the provisions under "(7) Reasons and conditions for acquisition of Stock Option " above.

(12) Stock Option Allotment date

The date shall be separately determined by the Board of Directors.

(Note) Specific details of the issuance and terms and conditions of allotment of stock acquisition rights will be determined by a resolution of a future meeting of the Board of Directors of the Company within the scope of the above details.

**About StemRIM Inc.**

StemRIM Inc. is a biotech venture which began at Osaka University with the goal of realizing a new type of medicine called "Regeneration-Inducing Medicine™". The overall aim is to achieve regenerative therapy effects equivalent to those of regenerative medicine, solely through drug administration, without using living cells or tissues. Living organisms have inherent self-organizing abilities to repair and regenerate tissues that have been damaged or lost due to injury or disease. This ability arises from the presence of stem cells in the body that exhibit pluripotency i.e., can differentiate into various types of tissues. When tissues are damaged, these cells, therefore, exhibit proliferative and differentiative capabilities, promoting functional tissue regeneration. "Regeneration-Inducing Medicine™" is aimed at maximizing the tissue repair and regeneration mechanisms already present in the body. With this aim, StemRIM is currently developing one of its most advanced regenerative medicine products. Specifically, this product is designed to release (mobilize) mesenchymal stem cells from the bone marrow into the peripheral circulation upon administration, thus increasing the number of stem cells circulating throughout the body and promoting their accumulation in damaged tissues. Here, these stem cells should accelerate tissue repair and regeneration. Certain disease areas expected to benefit from "Regeneration-Inducing Medicine™" include epidermolysis bullosa (EB), acute phase cerebral infarction, cardiomyopathy, osteoarthritis of the knees, chronic liver disease, myocardial infarction, pulmonary fibrosis, traumatic brain injury, spinal cord injury, atopic dermatitis, cerebrovascular disease, intractable skin ulcers, amyotrophic lateral sclerosis (ALS), ulcerative colitis, non-alcoholic steatohepatitis (NASH), systemic sclerosis, and any other areas where treatment with extrapulmonary mesenchymal stem cells is promising.

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