

April 28, 2026

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Notice Concerning Partial Amendments to Performance-linked Stock Compensation Plan

Nissan Chemical Corporation (“Company”) hereby announces that it has resolved, at the meeting of its Board of Directors held today, to partially amend the performance-linked stock compensation plan called “Board Benefit Trust (BBT) (“Plan”) for the Company’s directors (excluding outside directors; the same applies hereinafter unless otherwise specified), executive officers, and associate executive officers (collectively referred to as “Directors, etc.”); to change the upper limits of the total number of performance points to be granted per business year and the amount to be contributed by the Company to the trust and make other necessary changes (collectively referred to as “Amendments to the Plan”), and decided to submit a proposal on the Amendments to the Plan to the 156th Ordinary General Meeting of Shareholders to be held on June 25, 2026 (“General Meeting of Shareholders”), as described below.

1. Background and purpose of the Amendments to the Plan

The Board of Directors decided to increase the proportion of stock compensation for the Directors, etc., and change the performance evaluation metrics for heightening their awareness to contribute to improving the Company’s mid- to long-term performance and enhancing corporate value by further clarifying the linkage between their remuneration and the Company’s performance and stock value and by sharing with shareholders not only the benefits from the stock price appreciation, but also the risk of its decline (*1) (*2). Along with raising the proportion of stock compensation for the Directors, etc., the Board of Directors resolved to increase the upper limits of the total number of performance points to be granted to the Director, etc., per business year and the amount to be contributed by the Company to the trust; to make other necessary changes, and decided to submit a proposal on the Amendments to the Plan to the General Meeting of Shareholders.

(*1) Proportion of remuneration for the Directors, etc. (Rough standard)

Pre-amendments	Base remuneration: Performance-related remuneration: Performance-linked stock compensation=65:28:7
Post-amendments	Base remuneration: Performance-related remuneration: Performance-linked stock compensation=50:30:20

(*2) Performance evaluation metrics

Pre-amendments	“Current net profit attributable to owners of parent,” “EBITDA,” “ROE,” “Comparison of percentage change with previous year in the Company stock price and TOPIX.”
Post-amendments	“ROE,” “Relative comparison of the Company’s 3-year TSR (Total shareholder return) and the 3-year increase/decrease rate of JPX-Nikkei Index 400 (including dividends)” “Three-year TSR ranking among the top 10 market capitalization companies (including the Company) with similar business to the Company in the chemical sector”

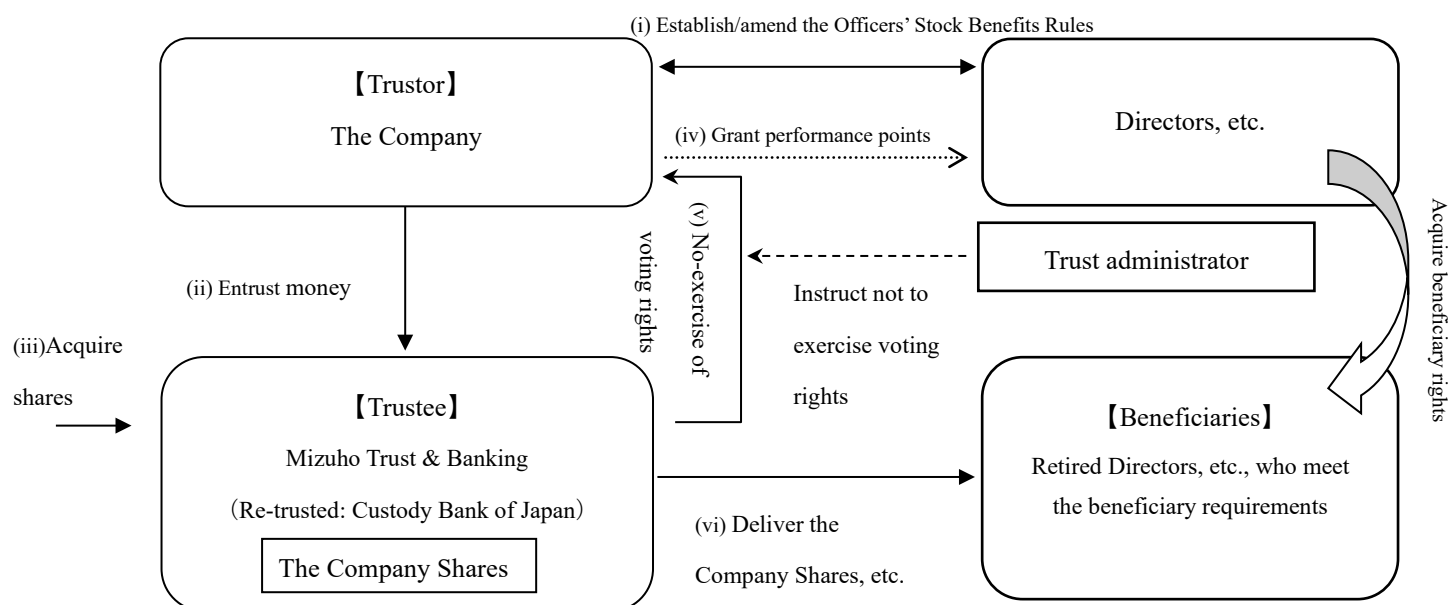
2. Overview of the Plan

(Underlines indicate major amendments.)

(1) Overview of the Plan

The Plan is a performance-linked stock compensation program that acquires the Company’s shares through the trust structure (established under the Plan, referred to as “Trust”) using funds contributed by the Company in money and delivers through the Trust to the Directors, etc., the Company’s shares and the cash equivalent to the amount converted from the Company’s shares with the market price (collectively referred to as “Company Shares, etc.) in accordance with the Officers’ Stock Benefits Rules stipulated by the Company. The Directors, etc., will receive the delivery of the Company Shares, etc., upon their retirement from office, in principle.

<Framework of the Plan>



- (i) The Company has stipulated “Officers’ Stock Benefits Rules” under the resolution for officers’ remuneration at the 149th Ordinary General Meeting of Shareholders held on June 26, 2019. Subject to approval of the Amendments to the Plan at the General Meeting of Shareholders to be held on June 25, 2026, the Company will amend the Officers’ Stock Benefits Rules within the framework approved thereat.
- (ii) The Company will entrust the money within the limit approved at the General Meeting of Shareholders in (i) above.
- (iii) The Trust will acquire the Company Shares from the stock market or by undertaking the disposal of the Company’s treasury stock using the money entrusted in (ii) above as funds.
- (iv) The Company will grant performance points to the Directors, etc., under the Officers’ Stock Benefits Rules.
- (v) At instructions from the trust administrator, independent of the Company, the Trust will not exercise voting rights represented by the Company Shares held in the Trust account.
- (vi) The Trust will deliver the Company Shares corresponding to the performance points granted to persons who meet the beneficiary requirements set out in the Officers’ Stock Benefits Rules among the Directors, etc., who have retired from office (“Beneficiaries”). However, in cases where the Directors, etc., meet the requirements set out in the Officers’ Stock Benefits Rules, the money equivalent to the market price of the Company Shares corresponding to a certain portion of their performance points will be delivered.

(2) Persons covered by the Plan

Directors (the Plan does not cover outside directors), executive officers, and associated executive officers

(3) Trust period

From August 16, 2019, until the termination of the Trust:

(The Trust does not specify a particular termination date for the trust period and will continue as long as the Plan continues. The Plan will end with the delisting of the Company Shares, the abolishment of the Officers’ Stock Benefits Rules, or another similar ground.)

(4) Trust amount

The Company introduced the Plan, which covered three business years from the first, which ended on the last day of March 2020, to the third, which ended on the same day of March, 2022. (This three-business-year period is referred to as “Initial Period Covered”, and the Initial Period Covered and each of the subsequent three-business-year periods starting after the elapse of the Initial Period Covered are referred to as “Period Covered,” respectively.) For the Initial Period Covered, the Company contributed the money of 800 million yen (including 300 million yen for Directors) to acquire the shares to deliver the Company Shares, etc., to the Directors, etc. under the Plan, and established the Trust for the Directors, etc. who would meet the beneficiary requirements, as beneficiaries.

The Company also decided that, even after the elapse of the Initial Period Covered, it would contribute up to 800 million yen (including 300 million yen for Directors) to the Trust for, in principle, each Period Covered until the Plan ends. However, subject to approval of the Amendments to the Plan at the General Meeting of Shareholders, it will additionally contribute up to 2,500 million yen (including 785 million yen for Directors) to the Trust for, in principle, each Period Covered from the Period Covered between the business year ended on the last day of March 2026 and the same ending on the last day of March 2028, until the Plan ends. However, when making that additional contribution, if any residual Company Shares (excluding the Company Shares corresponding to the number of performance points granted to the Directors, etc., for the immediately preceding Period(s) Covered, which have been undelivered to the Directors, etc.) and/or the money remain in the Trust (collectively referred to as “Residual Shares, etc.”), the upper limit of a total sum of the amount of the Residual Shares, etc. (the Company Shares will be calculated at the book value as of the last day of the immediately preceding Period Covered) and the money to be additionally contributed shall be 2,500 million yen (including 785 million yen for Directors).

The upper limits above on the amount to be contributed to the Trust were determined based on a comprehensive consideration of the forecast number of performance points to be granted to the Directors, etc., the Company’s stock price movement, and other relevant factors under (6) below; therefore, these limits are deemed reasonable.

During any Period Covered, the Company may contribute funds to the Trust in several installments until the aggregate contributions for the relevant Period Covered reach the upper limit set above. When deciding on an additional contribution, the Company will disclose its decision appropriately in a timely manner.

(5) Method of acquiring the Company Shares by the Trust and the number to be acquired

The Trust will acquire the Company Shares through the stock market or by undertaking the disposition of the Company’s treasury shares, using the money contributed as described in (4) above as funds. The Company will issue no new shares.

Subject to approval of the Amendments to the Plan at the General Meeting of Shareholders, the upper limit of the performance points to be granted to the Directors, etc., will be 162,700 points (including 51,100 points for Directors) per business year in and after the business year ending on the last day of March 2027.

Additionally, subject to approval of the Amendments to the Plan at the General Meeting of Shareholders, the upper limit of the number of Company Shares, etc., that the Trust will acquire for each Period Covered will be 488,100 shares (including 153,300 shares for Directors) in and after the Period Covered from the business year ended on the last day of March 2026, to the same ending on the last day of March 2028. Details about the acquisition of the Company Shares by the Trust will be disclosed appropriately in a timely manner.

(6) Upper limit of the number of the Company Shares, etc., to be delivered to the Directors, etc.

For each business year, a certain number of performance points will be granted to each of the Directors, etc., as determined by their job titles, the degree of target achievement, and other relevant factors under the Officers’ Stock Benefits Rules. Subject to approval of the Amendments to the Plan at the General

Meeting of Shareholders, the upper limit of the total performance points to be granted to the Directors, etc., will be 162,700 points (162,700 shares) (including 51,100 points (51,100 shares) for Directors) per business year, in and after the business year ending on the last day of March 2027. This limit was determined based on a comprehensive consideration of the payment levels for incumbent officers' remuneration, past changes in and forecast of the number of Directors, etc., and other relevant factors; therefore, this limit is deemed reasonable.

Performance points to be granted to the Directors, etc., will be converted at a ratio of one common share per performance point when delivering the Company Shares, etc., under (7) below. (However, after the approval (of the Amendments to the Plan) by shareholders at the General Meeting of Shareholder, if the Company Shares are subject to a stock split, allotment of shares without contribution, consolidation of shares, or another similar proceeding, the upper limit of the number of performance points (or the number of the Company Shares after conversion) and the number of performance points already granted or the conversion ratio will be adjusted in a reasonable manner, in proportion to the relevant ratio or similar factor.

The ratio of 1,627 voting rights represented by the shares corresponding to the upper limit of the number of performance points to be granted to the Directors, etc., per business year, to 1,340,706 voting rights represented by the total number of issued shares (as of March 31, 2026) is approximately 0.12 percent.

The number of performance points for each of the Directors, etc., that will be the basis for delivering the Company Shares, etc., under (7) below, shall be the number of performance points granted to the relevant Directors, etc., until their retirement, in principle. (The number of performance points calculated as above is referred to as "Final Number of Performance Points".)

(7) Delivery of the Company Shares, etc.

In cases where the Directors, etc., retire from office and meet the beneficiary requirements set out in the Officers' Stock Benefits Rules, they will receive from the Trust the delivery of the Company Shares, in principle, corresponding to their Final Number of Performance Points determined as described in (6) above, after their retirement by following the prescribed procedure to determine the beneficiary. However, if they meet the requirements set out in the Officers' Stock Benefits Rules, they will receive a monetary delivery equivalent to the market value of the Company Shares for a certain percentage of their Final Number of Performance Points, in place of the delivery of the Company Shares. To make the monetary delivery, the Trust may sell the Company Shares. If any of the Directors, etc., deceases during their service and their heirs meet the requirements set out in the Officers' Stock Benefits Rules, those heirs will acquire the right to receive the monetary delivery of the amount obtained by multiplying the number of performance points held by the deceased Director, etc., by the market price of the Company's common shares as of the day of their death.

If the Directors, etc., who had received the grant of the performance points, fall under any of the following cases, they may not acquire the right to receive the delivery: if the person is dismissed by resolution of the general meeting of shareholders; if the person retires or resigns from office due to any specific illegal action during their service or engages in any inappropriate activity or similar action that may cause damage to the Company during their service; besides, if the person fails to meet the beneficiary requirements set

out in the Officers' Stock Benefits Rules and the trust agreement for the Trust. Even in cases where the Directors, etc., had received the delivery of the Company Share, etc., if they engage in a specific illegal action or an inappropriate activity or similar action that may cause damage to the Company during their service; if it is found that they breach laws and regulations, the Articles of Incorporation, or internal rules; or if there are other specific circumstances, the Company may seek, by resolution of the Board of Directors, the return of economic value, in whole or part, corresponding to the Company Shares, etc., received by the relevant Directors, etc.

(8) Exercise of voting rights

At the instructions of the trust administrator, the Trust will not, without exception, exercise its voting rights represented by the Company Shares held in the Trust account. By taking that approach, the Trust intends to maintain its neutrality on the Company's business operations with respect to the exercise of voting rights represented by the Company Shares held in the Trust account.

(9) Dividends treatment

The Trust will receive dividends on the Company Shares held in the Trust account, which will be appropriated to the purchase price of the Company Shares, trust fees, and other charges payable to the Trustee in relation to the Trust. Upon termination of the Trust, any residual dividends and other money remaining in the Trust will be distributed to incumbent Directors, etc., as of that time, according to the Officers' Stock Benefits Rules, in proportion to the number of performance points held by each.

(10) Treatment at the termination of the Trust

The Trust will terminate upon delisting of the Company Shares, abolition of the Officers' Stock Benefits Rules, or the occurrence of any similar event.

Out of residual assets in the Trust upon termination, the Company plans to acquire all remaining Company Shares without consideration and cancel them by resolution of the Board of Directors. For any money out of residual assets in the Trust, the remaining amount after subtracting the money to be distributed to the Directors, etc., according to (9) above, will be provided to the Company.

[Outline of the Trust]

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| (i) | Name: | Board Benefits Trust (BBT) |
| (ii) | Trustor: | The Company |
| (iii) | Trustee: | Mizuho Trust & Banking Co., Ltd.
(Re-trustee: Custody Bank of Japan, Ltd.) |
| (iv) | Beneficiaries: | Persons who meet the beneficiary requirements set out in the Officers' Stock Benefits Rules, among the Directors, etc., who retired from office. |
| (v) | Trust administrator: | A third person who has no interest in the Company |
| (vi) | Type of trust: | Money trust other than a specified cash trust
(Third-party beneficiary trust) |

- (vii) Date of conclusion of the Trust agreement: August 16, 2019
- (viii) Date of entrustment of money into the Trust August 16, 2019
- (ix) Trust period: From August 16, 2019, until the termination of the Trust
(Without setting a specific termination date, the Trust will continue as long as the Plan continues.)

Note:

This document has been translated from the Japanese original for reference purposes only.

In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.