

July 5, 2021

For immediate release

Company	MAEDA CORPORATION	
Representative:	President and Representative Director	Soji Maeda
	(Code No.: 1824, TSE 1st Sec.)	
Contact:	General Manager, Administration Department, Management Innovation Division	Yoichi Horii
	(TEL: 03-5276-5150)	

Notice of Disposal of Treasury Stock as Restricted Stock Compensation to Officers

Maeda Corporation (the “Company”) announces that its Board of Directors meeting held today resolved to dispose of its treasury stock as restricted stock compensation (the "Disposal of Treasury Stocks” hereinafter) as follows.

Description:

1. Overview of disposal

(1) Payment due date	August 5, 2021
(2) Class and number of shares to be disposed of	Common stock of the Company: 5,787 shares
(3) Disposal price	980 yen per share
(4) Total disposal price	5,671,260 yen
(5) Scheduled allottees	3,327 shares to six Directors* 2,460 shares to 12 Senior Managing Officers and Managing Officers* *Excluding Outside Directors

2. Purpose and reasons for the disposal

The Company’s Board of Directors, at its meeting held on May 14, 2018, resolved to introduce the Restricted Stock Compensation Plan (referred to as the “Plan” hereinafter) as a new remuneration system aimed at providing the Company’s Directors (excluding Outside Directors; referred to as “Eligible Directors” hereinafter) with incentives to sustainably increase the Company’s medium- to long-term corporate and shareholder value as well as to promote further value-sharing with shareholders. In addition, the 73rd Ordinary General Meeting of Shareholders held on June 22, 2018 approved the granting of monetary compensation claims up to 84 million yen per year to the Company’s Directors as in-kind contribution for the granting of restricted stock under the Plan aside from the existing monetary compensation framework, and a period of three to five years to be determined by the Company’s Board of Directors as the restricted transfer period (the “Transfer Restriction Period”) for restricted stocks. On that basis, the 74th Ordinary General Meeting of Shareholders held on June 21, 2019

approved abolishing the 27 million yen annual limit of the compensation described above and approved paying monetary compensation claims up to 57 million yen per year to the Company's Directors, and approved introducing a new performance-linked stock compensation plan, the Board Benefit Trust (BBT), for the Company's Directors and Executive Officers, as a successor to the abolished limit of compensation. The Plan is also applied to Senior Managing Officers and Managing Officers who do not concurrently serve as Directors of the Company.

An overview of the Plan is as follows.

Overview of the Plan

Eligible Directors, Senior Managing Officers and Managing Officers (referred to as the "Eligible Officers") shall be issued or have shares of the Company's common stocks disposed of by paying all of the monetary compensation claims paid by the Company under the Plan as contribution-in-kind asset.

The total number of shares of the Company's common stocks to be issued or disposed of under the Plan shall not exceed 140,000 shares per year to Eligible Directors. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of the resolution of the Board of Directors (if a transaction is not concluded on the day, the closing price of the most recent trading day prior to the day), to the extent that it is not particularly advantageous to the Eligible Officers to receive the allotment.

Upon issuance or disposal of the Company's common stocks under the Plan, the Company shall enter into a restricted stock allotment agreement with each Eligible Officer to whom the shares are allotted, including the following matters.

- i. The Eligible Officers shall be prohibited from assigning, creating a security interest in, or otherwise disposing of the Company's shares of common stocks allotted for a predetermined period.
- ii. The Company shall acquire such common stocks for no consideration in the event that certain reasons arise

Taking into account the purpose of the Plan, the Company's performance, the scope of responsibilities of Eligible Officers, establishment of INFRONEER Holdings Inc. as wholly owning parent company as of October 1, 2021 and various other factors, the Board of Directors, at its meeting held today, resolved to pay 18 Eligible Officers a total of 5,671,260 yen (of which, 3,260,460 yen for Eligible Directors) in monetary compensation claims and to dispose of 5,787 shares (of which, 3,327 shares for Eligible Directors; referred to as "Allotted Stocks" hereinafter) of the Company's common stocks as treasury stocks.

Overview of restricted stock allotment agreement

Accompanying the Disposal of Treasury Stocks, the Company and Eligible Officers shall individually enter into a restricted stock allotment agreement ("Allotment Agreement") as outlined below.

(1) Transfer Restriction Period

Eligible Officers shall be prohibited from assigning, creating a security interest in or otherwise disposing of Allotted Stocks during the period from August 5, 2021 (the payment due date) to August 4, 2024.

(2) Conditions for cancellation of transfer restriction

The transfer restriction will be lifted on its expiration date of the Transfer Restriction Period regarding all of the Allotted Stocks, provided that the Eligible Officers have continuously held the position of either Director, Senior Managing Officer or Managing Officer ("Eligible Position" hereinafter) at the Company during the Restricted Transfer Period.

Provided, however, that if an Eligible Officer loses his or her position in any of the Eligible Positions due to expiration of the term of office, death or any other reason deemed justifiable by the Board of Directors of the Company, immediately following such an event, the restriction on transfer of the Allotted Stocks shall be lifted (in the event of loss due to death, all of the Allotted Stocks shall be transferred) for the number of the Allotted Stocks obtained by multiplying the number of months from the month following the month that includes the closing date of the 76th Ordinary General Meeting of Shareholders to the month that includes the date of such loss divided by three (any number greater than one that results from the calculation shall be treated as one) by the number of the Allotted Stocks (any fraction of a share that results from the calculation shall be rounded up to the nearest whole share).

(3) Acquisition by the Company for no consideration

The Company shall acquire the Allotted Stocks free of charge as a matter of course as of the expiration of the Transfer Restriction Period or immediately after the Eligible Officers lose any of their Eligible Positions during the Transfer Restriction Period.

(4) Management of stocks

To ensure that the Allotted Stocks cannot be transferred, pledged as collateral, or otherwise disposed of during the Transfer Restriction Period, the Allotted Stocks shall be managed in the dedicated accounts opened by the Eligible Officers at Daiwa Securities Co. Ltd. during the Transfer Restriction Period.

(5) Treatment in the event of organizational restructuring and other cases

If, during the Transfer Restriction Period, a merger agreement under which the Company becomes a dissolving company, a share exchange agreement under which the Company becomes a wholly owned subsidiary, a share transfer plan or other matters relating to reorganization are approved at the Company's general meeting of shareholders (provided, however, that if approval by the Company's general meeting of shareholders is not required for the reorganization, the Company's Board of Directors shall approve the reorganization), the restriction on transfer of all of the Allotted Stocks shall be lifted by the resolution of the Board of Directors as of the business day immediately preceding the effective date of the reorganization.

3. Basis for calculating the amount to be paid and its specific details

Disposal of Treasury Stocks is conducted with the monetary compensation claims paid to the scheduled allottees under the Plan as the investment property, and the price to be paid is 980 yen, which is the closing price of the Company's common stock on the Tokyo Stock Exchange on July 2, 2021 (business day immediately preceding the date of the Board of Directors' resolution), in order to eliminate arbitrariness. This is the market price of the Company's stock immediately prior to the date of the Board of Directors' resolution; we believe, in the absence of special circumstances indicating that the Company's recent stock price cannot be relied upon, that this is a reasonable and appropriate reflection of the Company's corporate value and does not constitute a value that is particularly favorable to the Eligible Officers.