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For immediate release

Company	MAEDA CORPORATION	
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Notice on Disposal of Treasury Stocks as Restricted Stock Compensation to Officers

The Board of Directors meeting held today resolved to dispose of treasury stocks as restricted stock compensation (“Disposal of Treasury Stocks” hereinafter) as follows.

Description:

1. Overview of disposal

(1) Payment due date	August 2, 2019
(2) Class and number of shares to be disposed	Common stocks of the Company: 71,018 shares
(3) Disposal value	928 yen per share
(4) Total disposal value	65,904,704 yen
(5) Planned allotment	10 Directors* with 54,313 shares 7 Senior Managing Officers and Managing Officers with 16,705 shares * Outside Directors are excluded.
(6) Others	With respect to the Disposal of Treasury Stocks, the Company has submitted a Securities Notice pursuant to the Financial Instruments and Exchange Act.

2. Purpose and reasons for 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 values 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 an in-kind asset for the granting of restricted stock under this Plan, separate 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 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 compensation described above and approved paying monetary compensation claims up to 57 million 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. This 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 shall be 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 a 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 Eligible Officers to whom the shares are allotted, including the following matters.

- (i) Prohibited to assign, create a security interest in, or otherwise dispose of 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 and various other factors, the Board of Directors, at its meeting held today, resolved to pay 17 Eligible Officers a total of 65,904,704 yen (of which, 50,402,464 yen for Eligible Directors) in monetary compensation claims and to dispose of 71,018 shares (of which, 54,313 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) Restricted transfer period

Eligible Officers are prohibited to assign, create a security interest in or otherwise dispose of Allotted Stocks during the period from August 2, 2019 (the payment date) to August 1, 2022.

(2) Conditions for cancellation of transfer restriction

The transfer restriction will be lifted on its expiration date regarding all Allotted Stocks, provided that the Eligible Officers have continuously held the position of either a director, senior managing officer or managing officer

(“Applicable Positions” 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 Applicable 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 Allotted Stocks shall be lifted (in the event of loss due to death, all of the Allotted Stocks shall be transferred) for the number obtained by multiplying the number of Allotted Stocks by the number of months from the month following the end of the 74th Ordinary General Meeting of Shareholders to the month of the date of such loss divided by 36 (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 Allotted Stocks free of charge as a matter of course as of the expiration of the Transfer Restricted Period or immediately after the Eligible Officers lose any of their Applicable Positions during the restricted transfer period.

(4) Management of stocks

To ensure that Allotted Stocks cannot be transferred, pledged as collateral, or otherwise disposed of during the transfer restriction period, Allotted Stocks shall be managed in the dedicated account opened by Eligible Officers at Daiwa Securities Co. during the transfer restriction period.

(5) Handling in reorganization, etc.

If, during the restricted transfer 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 the 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 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 allottee under the Plan as the investment property, and the price to be paid is 928 yen, which is the closing price of the Company’s common stock on the Tokyo Stock Exchange on July 4, 2019 (one business day prior to the date of the Board of Directors’ resolution), in order to eliminate arbitrariness. We believe that this is the market price of the Company’s stock immediately prior to the date of the Board of Directors’ resolution, and 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.