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MEMBERSHIP

May 19, 2022

For Immediate Release

Company Name: YUKIGUNI MAITAKE CO., LTD.
Representative: Masafumi Yuzawa, President and CEO,
Representative Director
(Tokyo Stock Exchange, Prime Market:1375)
Inquiries: Takenori Sakurai, Executive Officer
(Chief Financial Officer)
Tel: +81-25-778-0162

Introduction of Restricted Stock Compensation Plan

Yukiguni Maitake Co., Ltd. (the "Company") hereby announces that the Company resolved to introduce Restricted Stock Compensation Plan (the "Plan") at the meeting of the Board of Directors held on May 19, 2022, and decided to submit a proposal related to the Plan to the 5th Ordinary General Meeting of Shareholders (the "Meeting of Shareholders"). Details are as follows.

1. Purpose and conditions regarding introduction of the Plan

(1) Purpose of introduction of the Plan

As announced in the "Transition to a Company with Audit and Supervisory Committee, Changes in Directors, and Partial Amendments of the Articles of Incorporations" released on May 19, 2022, if the proposal regarding the transition to a company with Audit and Supervisory Committee is approved at the General Meeting of Shareholders, the Company will be a company with Audit and Supervisory Committee.

The Company will introduce the Plan as a compensation plan to allot stocks with transfer restrictions to the Company's Directors (excluding directors who are members of the Audit and Supervisory Committee and outside directors; hereinafter referred to as "Eligible Directors") in order to share the benefits and risks of stock price fluctuations with shareholders and to motivate them to contribute more than ever to stock price increases and enhance corporate value.

(2) Conditions for introduction of the Plan

The introduction of the Plan is conditional upon approval of the transition to Company with Audit and Supervisory Committee at the Meeting of Shareholders.

Since the Plan will pay monetary compensation to Eligible Directors as remuneration for the granting of restricted stocks, the Plan is subject to the approval of shareholders at the Meeting of Shareholders for the payment of such remuneration. At the Extraordinary General Meeting of Shareholders held on March 31, 2020, the maximum amount of remuneration for the Company's directors was approved with an annual limit of ¥300 million. The Company will establish new amounts of remuneration for each Director (excluding Directors who are members of the Audit and Supervisory Committee) and each Director who is member of the Audit and Supervisory Committee. The Company plans to seek approval from shareholders

at the Meeting of Shareholders considering the contribution of the subject directors to the Company and other various matters. The amount of additional monetary compensation related to the restricted stocks for such directors (excluding directors who are members of the Audit and Supervisory Committee) shall be set at no more than ¥50 million per year.

2. **Outline of the Plan**

(1) Allotment and payment of restricted stocks

The Company shall pay monetary compensation within the range of the above annual amount as compensation related to the restricted stocks to the subject directors based on the resolution of the Board of Directors of the Company. Each of the subject directors shall receive allotment of the restricted stocks by paying all of the said monetary compensation received in the form of contribution in kind. The amount will be based on the closing price of the Company's common stocks on the Tokyo Stock Exchange on the business day prior to the date of the resolution by the Board of Directors pertaining to the issue or disposal of such stocks (or the closing price on the most recent trading day prior to that day if no transactions take place on that day). The aforesaid monetary compensation will be paid on condition that Eligible Directors have agreed to the aforesaid in-kind contributions and have concluded a restricted stock allotment agreement that includes the content stipulated in (3) below.

(2) Total number of restricted stocks

The total number of restricted stocks to be allotted to Eligible Directors will not exceed 50,000 shares annually. However, the total number of restricted stocks will be adjusted to a reasonable extent in the event of a stock split (including gratis allocation of common stocks of the Company) or stock consolidation of the Company's common stocks, or under any other circumstances that arise on or after the resolution date of this proposal.

(3) Restricted stock allotment agreement

The allotment of restricted stocks will be subject to Eligible Directors entering into a restricted stock allotment agreement with the Company pursuant to resolution by the Board of Directors. The agreement will include the followings:

A) Nature of restrictions on transfer

Eligible Directors who have received an allotment of restricted stocks (hereafter "the Allotted Stock") shall not transfer, pledge, set collateral, donate during their lifetime, or bequeath, to any third parties, or otherwise dispose of (hereafter "Transfer Restrictions") restricted stocks during the period from the date of allotment to the date on which they resign or retire from their position as either a director or an executive officer of the Company (hereafter the "Transfer Restricted Period").

B) Gratis acquisition of restricted stocks

If Eligible Director who received an allotment of restricted stocks resigns or retires from his or her position as a director or an executive officer of the Company during the period starting on the day the Transfer Restricted Period begins and ending on the day prior to day of the first General Meeting of Shareholders of the Company thereafter, the Company will rightfully acquire the Allotted Stock without compensation, unless there are extenuating circumstances that the Company's Board of Directors deem reasonable.

If there are Allotted Stock for which the Transfer Restrictions have not been lifted pursuant to the provision set forth in C) below regarding reasons for lifting Transfer Restrictions at the time the Transfer Restricted Period set forth in A) above expires, the Company will rightfully acquire the stock without compensation.

C) Lifting of the Transfer Restrictions

The Company will lift Transfer Restrictions for all the Allotted Stock upon the expiration of the Transfer Restriction Period, provided that the Eligible Director who has received an allotment of restricted stocks

holds the position of a director or an executive officer of the Company continuously from the date the Transfer Restricted Period starts to the date of the first General Meeting of Shareholders thereafter.

However, if, for reasons deemed justifiable by the Board of Directors, Eligible Directors resign or retire from their position as a director or an executive officer of the Company at any time from the date the Transfer Restricted Period starts to the day before the date of the first General Meeting of Shareholders thereafter, the Company will make reasonable adjustments, as necessary, to the number of Allotted Stock for which Transfer Restrictions will be lifted and the timing at which Transfer Restrictions will be lifted.

D) Treatment in organizational restructuring, etc.

If, during the Transfer Restricted Period, matters concerning a merger agreement in which the Company becomes the disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matter concerning organizational restructuring, etc., are approved at a General Meeting of Shareholders (or by the Board of Directors in cases where approval at a General Meeting of Shareholders is not required for the reorganization, etc.), and the target director who received the allotment of restricted stocks will retire from either the position of a director or an executive officer of the Company, the Company will, by resolution of the Board of Directors, lift the Transfer Restrictions prior to the effective date of the organizational restructuring, etc., for the number of Allotted Stock that is reasonably determined based on the period from the date the Transfer Restricted Period starts to the date the organizational restructuring, etc., is approved.

In such cases, the Company will rightfully acquire the Allotted Stock for which Transfer Restrictions have not been lifted on the same business day prior to the effective date of the organization restructuring, etc. without compensation.

(Reference)

After the conclusion of the Meeting of Shareholders, the Company plans to also allot restricted stocks like the restricted stocks described above to Executive Officers.

(end)