

September 30, 2021

To whom it may concern:

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## **Notice Regarding Introduction of a Restricted Stock Compensation Plan**

Macromill, Inc. (Headquarters: Minato-ku, Tokyo, Representative Executive Officer and Global CEO: Toru Sasaki; hereinafter, "Macromill") hereby announces that Macromill reviewed its officers' compensation plan and resolved to introduce a restricted stock compensation plan (hereinafter the "Plan") at the Compensation Committee held on September 29, 2021 as follows:

### **1. Purpose of Introduction of the Plan**

Macromill introduces this Plan as a compensation plan to allot restricted stocks to its Executive Officers (except for non-Japan residents; hereinafter the "Recipients") for the purpose of sharing merits and risks of stock price fluctuation with Macromill's shareholders and further stimulates the Recipients' contribution on rise in stock price and corporate value.

### **2. Details of the Plan**

#### **(1) Allotment and Payment of Restricted Stocks**

Macromill provides monetary compensation claims to the Recipients as compensation regarding the restricted stocks in accordance with the resolution of the Compensation Committee. Each Recipient receives an allotment of restricted stocks through in-kind contribution of all monetary compensation claims. The Board of Directors meeting shall resolve the price of restricted stocks to be paid within the range that does not particularly favorable to the Recipients of the relevant restricted stock plan, based on the closing price of Macromill's common stock on the Tokyo Stock Exchange as of the business day immediately preceding the date of resolution at the Board of Directors meeting regarding the restricted stock offering (In the case the transaction was not closed on the day, the closing price as of the last trading day prior to that).

Macromill provides the abovementioned monetary compensation claims on the condition that the Recipients agree with the in-kind contribution of the monetary compensation claims and they have concluded with Macromill a restricted stock allotment agreement which sets forth the matters specified in (2) below.

#### **(2) Contents of Restricted Stock Allotment Agreement**

A restricted stock allotment agreement which will be entered into, upon allotment of restricted stocks, between Macromill and each Recipient who will receive allotment of restricted stocks shall set forth the following matters in accordance with the resolution of the Board of Directors meeting.

(i) Content of the Restriction

The Recipients who received allotment of restricted stocks shall not transfer, create a security interest nor right of pledge, a gift before death, bequest, nor otherwise engage in any acts of disposing of the relevant restricted stocks for three years from the date of allocation (hereinafter, "transfer restriction period").

(ii) Acquisition of the Restricted Stocks without Consideration

In case the Recipient who has received allotment of restricted stocks leaves the position of Macromill's Executive Officer prior to expiration of the transfer restriction period, Macromill shall automatically acquire the allocated restricted stocks (hereinafter the "relevant allocated restricted stocks") without any consideration at the time of the retirement, unless the Board of Directors meeting regards that there is a justifiable reason.

In addition, Macromill shall automatically acquire any restricted stocks for which the restriction on transfer has not been lifted in accordance with the grounds of lifting the restriction on transfer described in (iii) below at the time of expiration of the transfer restriction period described in (i) above (hereinafter "time of expiration").

(iii) Lifting of Transfer Restriction

Macromill shall lift restriction on transfer of all relevant allocated restricted stocks owned by the Recipient at the time of expiration on the condition that the Recipient who has received allocation of restricted stocks has remained in the position of Macromill's Executive Office throughout the transfer restriction period.

However, in case the relevant Recipient leaves the position of Macromill's Executive Officer prior to expiration of the transfer restriction period with a reason that the Board of Directors meeting deems justifiable, Macromill shall reasonably adjust the number of the relevant allocated restricted stocks for which the restriction on transfer to be lifted and/or the timing to lift the restriction on transfer, as necessary.

(iv) Handling in Organizational Restructuring and Other Cases

In case the General Meeting of Shareholders (or the Board of Directors meeting in the case which does not require approval of the General Meeting of Shareholders regarding the relevant organizational restructuring) approves a merger agreement that Macromill shall be a merged company or a share exchange agreement, a share transfer plan or other organizational restructuring that Macromill shall be a wholly-owned subsidiary, the Board of Directors meeting shall lift the restriction on transfer of a reasonably determined number of relevant allocated restricted stocks prior to the effective date of the organizational restructuring considering the period from the first date of the transfer restriction period to the date of approval on the relevant organizational restructuring.

In this case, Macromill shall automatically acquire the relevant allocated restricted stocks for which the restriction on transfer has not been lifted immediately after the restriction on transfer is lifted in accordance with the abovementioned provisions.

**Ends,**