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March 24, 2022

Financial Release

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 Ticker Symbol 2491
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Notice of Disposition of Treasury Stock as Restricted Shares

ValueCommerce Co., Ltd. (the “Company”) hereby announces that, at meeting held on March 23, 2022, the Board of Directors resolved to conduct a disposition of treasury stock (the “Disposition of Treasury Stock”). Details are as follows.

1. Summary of disposition

(1) Payment date	April 22, 2022
(2) Class and number of shares to be disposed	Company’s common shares 12,050 shares
(3) Price of disposition	3,420 yen per share
(4) Total disposal amount	41,211,000 yen
(5) Planned allottees	Two Directors of the Company 10,520 shares(*) Three Executive Officers of the Company 870 shares Three employees of the Company 660 shares *Excluding Directors who are Audit and Supervisory Committee Members and Outside Directors
(6) Other	The Company has submitted a securities notification statement pursuant to the Financial Instruments and Exchange Act with respect to the Disposition of Treasury Stock.

2. Purpose of and reason for disposition

The Company, at the Board of Directors meeting held on February 18, 2022, resolved to introduce a service-based restricted share plan (the “Plan I”) as a new remuneration plan for the purpose of providing the Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; the same shall apply hereinafter) with incentives to sustainably enhance the Company’s corporate value and promoting further shared value with shareholders. Moreover, the Company resolved to introduce a performance-

based restricted share plan (the “Plan II,” together with the Plan I, the “Plan”) for the purpose of clarifying the linkage between performance targets and remuneration as well as making Directors committed to performance, in addition to the above objectives.

In addition, at its 26th Ordinary General Meeting of Shareholders held on March 23, 2022, the Company received approval as follows. (1) Under the Plan, the Company shall provide remuneration for the purpose of granting to its Directors restricted shares whose transfer restriction period shall encompass a period starting from the delivery date of such shares to the date on which the Director retires or resigns from his/her position as Director of the Company or any other position prescribed by the Company’s Board of Directors. (2) The Company shall grant the restricted shares through a method that involves issuance or disposition of the Company’s common shares in exchange for contribution in kind of all monetary remuneration claims provided to the Director. (3) The total number of the Company’s common shares to be issued or disposed of under the Plan I shall be within 16,300 shares per year. The monetary amount thereof shall be within 20 million yen per year, separate from prevailing monetary remuneration. The total number of the Company’s common shares to be issued or disposed of under the Plan II shall be within 64,900 shares for three fiscal years in a row determined by the Company’s Board of Directors (initially planned to be three fiscal years from the fiscal year ending December 31, 2022 to the fiscal year ending December 31, 2024; the same applies to the “three fiscal years”). The monetary amount thereof shall be within 80 million yen for the three fiscal years in a row determined by the Company’s Board of Directors, separate from prevailing monetary remuneration.

The Company has decided to grant restricted shares, the same as under the Plan I, to the Company’s Executive Officers and to employees who meet certain requirements for the purpose of providing them with incentives to sustainably enhance the Company’s corporate value and promoting further shared value with shareholders.

At its Board of Directors meeting held today, the Company resolved to dispose 12,050 common shares of the Company to serve as restricted shares by providing a total of 41,211,000 yen in the following monetary (remuneration) claims, which are to serve as contribution in kind. The resolution was made upon having taken into account the Plan’s purpose as well as each eligible person’s range of responsibilities, positions, and other considerations, with respect to two of the Company’s Directors (the “Eligible Director(s)”), as well as three of the Company’s Executive Officers and three of its employees (hereinafter, Executive Officers and employees subject to eligibility collectively referred to as the “Eligible Employee(s),” and the Eligible Employees and the Eligible Directors collectively referred to as the “Eligible Person(s)”).

- (i) Restricted share-based remuneration plan under the Plan I
Monetary (remuneration) claims of 9,199,800 yen and 2,690 common shares (of which, 3,967,200 yen and 1,160 shares are for the Eligible Directors)
- (ii) Restricted share-based remuneration plan under the Plan II
Monetary remuneration claims of 32,011,200 yen and 9,360 common shares

3. Summary of restricted share allotment agreement

Accompanying the Disposition of Treasury Stock, the Company and the Eligible Directors shall individually enter into restricted share allotment agreements (hereinafter, agreements pertaining to service-based restricted shares referred to as the “Allotment Agreement I,” and agreements pertaining to performance-based restricted shares referred to as the “Allotment Agreement II”), summarized as follows.

(1) Summary of Allotment Agreement I

- (i) Transfer restriction period

An Eligible Director shall not transfer, create a security interest on, or otherwise dispose of the common shares of the Company allotted under the Allotment Agreement I (the “Allotted Shares I”) for the period starting from April 22, 2022 (payment date) to

the date when the Eligible Director retires from his/her position of Director of the Company.

(ii) Conditions for lifting of transfer restrictions

The Company shall lift the transfer restrictions on all of the Allotted Shares I upon expiration of the transfer restriction period, provided that an Eligible Director has continuously held his/her position as a Director of the Company for the period starting from the date of the Company's Ordinary General Meeting of Shareholders held immediately prior to the payment date to the date of the Company's Ordinary General Meeting of Shareholders held the following year (the "Service Period I").

However, with respect to the Eligible Directors during the Service Period I, if the retirement of a Director of the Company who is an Eligible Director is attributable to his/her death or a reason otherwise considered justifiable by the Company's Board of Directors, then upon expiration of the transfer restriction period the Company shall lift the transfer restrictions with respect to the Allotted Shares I whose number (provided, however, that any fractions less than one share resulting from the calculation shall be rounded down) constitutes the number of the Allotted Shares I multiplied by a number (provided, however, that the number shall be set to one if the number resulting from the calculation is greater than one) obtained by dividing by 12 the number of months from the month following the month encompassing the start date of the Service Period I to the month encompassing the retirement date.

(iii) Acquisition without consideration by the Company

The Company shall rightfully acquire without consideration the Allotted Shares I on which the transfer restrictions have not been lifted at the expiration of the transfer restriction period.

In addition, the Company shall rightfully acquire without consideration all or part of the Allotted Shares I per resolution of the Board of Directors, if, either during the transfer restriction period or after the transfer restriction period, the Company's Board of Directors determines that serious accounting fraud or other similar event has occurred within the Group in relation to misconduct while an Eligible Director served as a Director, Executive Officer, or employee of the Group.

However, if it is not possible for the Company to acquire all or part of the Allotted Shares I without consideration due to sale by an Eligible Director or other circumstances, the Company may demand that the Eligible Director return money corresponding to the Allotted Shares I for which it is unable to make such acquisition without consideration.

(iv) Management of shares

During the transfer restriction period, to ensure that it will not be possible to transfer, create a security interest, or otherwise dispose of the Allotted Shares I, the Allotted Shares I are managed in the dedicated accounts of restricted shares opened by the Eligible Directors at Daiwa Securities Co. Ltd.

(v) Treatment during reorganization, etc.

If, during the transfer restriction period, matters relating to a merger agreement in which the Company becomes a disappearing company, share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or any other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or the Company's Board of Directors if approval by the Company's General Meeting of Shareholders is not needed for the reorganization, etc.), then per resolution of the Company's Board of Directors, the Company shall lift the relevant transfer restrictions as of the business day immediately prior to the effective date of the reorganization, etc. with respect to the Allotted Shares I whose number (provided,

however, that any fractions less than one share resulting from the calculation shall be rounded down) constitutes the number of the Allotted Shares I held at that point in time multiplied by a number (provided, however, that the number shall be set to one if the number resulting from the calculation is greater than one) obtained by dividing by 12 the number of months from the month following the month encompassing the start date of the Service Period I to the month encompassing the approval date of the reorganization, etc.

(2) Summary of Allotment Agreement II

(i) Transfer restriction period

An Eligible Director shall not transfer, create a security interest on, or otherwise dispose of the common shares of the Company allotted under the Allotment Agreement II (the “Allotted Shares II”) for the period starting from April 22, 2022 (payment date) to the date when the Eligible Director retires from his/her position of Director of the Company.

(ii) Conditions for lifting of transfer restrictions

Upon expiration of transfer restriction period, the Company shall lift the transfer restrictions with respect to the numbers of Allotted Shares II specified in the following items, provided that an Eligible Director has continuously held his/her position as a Director of the Company during the period specified in the following items (the “Respective Service Period II” individually, and the “Service Period II” collectively), and provided that the performance-based conditions stipulated in the following items have been achieved.

- (a) From the date of the Ordinary General Meeting of Shareholders for the fiscal year ended December 31, 2021 to the date of the Ordinary General Meeting of Shareholders for the fiscal year ending December 31, 2022

2,339 shares, provided that the Group’s consolidated EBITDA amounts to at least 10,119 million yen for the fiscal year ending December 31, 2022

- (b) From the date of the Ordinary General Meeting of Shareholders for the fiscal year ending December 31, 2022 to the date of the Ordinary General Meeting of Shareholders for the fiscal year ending December 31, 2023

2,339 shares, provided that the Group’s consolidated EBITDA amounts to at least 12,693 million yen for the fiscal year ending December 31, 2023

- (c) From the date of the Ordinary General Meeting of Shareholders for the fiscal year ending December 31, 2023 to the date of the Ordinary General Meeting of Shareholders for the fiscal year ending December 31, 2024

- i. 2,339 shares, provided that the Group’s consolidated EBITDA amounts to at least 15,288 million yen for the fiscal year ending December 31, 2024

- ii. 2,343 shares, provided that the Group’s consolidated EBITDA amounts to at least 38,100 million yen in total with respect to the three fiscal years from the fiscal year ending December 31, 2022, through the fiscal year ending December 31, 2024

(iii) Acquisition without consideration by the Company

The Company shall rightfully acquire without consideration the Allotted Shares II on which the transfer restrictions have not been lifted at the expiration of the transfer restriction period or at a point in time separately specified by the Company’s Board of Directors in accordance with the provision above.

In addition, the Company shall rightfully acquire without consideration all or part of the Allotted Shares II per resolution of the Board of Directors, if, either during the

transfer restriction period or after the transfer restriction period, the Company's Board of Directors determines that serious accounting fraud or other similar event has occurred within the Group in relation to misconduct while an Eligible Director served as a Director, Executive Officer, or employee of the Group.

However, if it is not possible for the Company to acquire all or part of the Allotted Shares II without consideration due to sale by an Eligible Director or other circumstances, the Company may demand that the Eligible Director return money corresponding to the Allotted Shares II for which it is unable to make such acquisition without consideration.

(iv) Management of shares

During the transfer restriction period, to ensure that it will not be possible to transfer, create a security interest, or otherwise dispose of the Allotted Shares II, the Allotted Shares II are managed in the dedicated accounts of restricted shares opened by the Eligible Directors at Daiwa Securities Co. Ltd.

(v) Treatment during reorganization, etc.

If, during the transfer restriction period, matters relating to a merger agreement in which the Company becomes a disappearing company, share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or any other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or the Company's Board of Directors if approval by the Company's General Meeting of Shareholders is not needed for the reorganization, etc.), then per resolution of the Company's Board of Directors, the Company shall lift the relevant transfer restrictions as of the business day immediately prior to the effective date of the reorganization, etc. with respect to the number of shares for which achievement of the performance-based conditions has been confirmed.

The Company plans to individually enter into restricted share allotment agreements, which are almost the same as "Allotment Agreement I," with the Eligible Employees.

4. Basis for calculation of paid-in amount and specific details thereof

The Disposition of Treasury Stock shall be carried out using the monetary remuneration claims as contributed assets provided to the planned allottees under the Plan. The paid-in amount shall be set at the closing price of 3,420 yen of the Company's common shares on the Tokyo Stock Exchange on March 22, 2022 (the business day prior to the date of the resolution by the Board of Directors) to eliminate arbitrariness with respect to the share price. The Company deems that this share price does not constitute a particularly advantageous amount with respect to the Eligible Persons in that it represents the market value of the shares immediately preceding the date of the resolution by the Board of Directors given that it is a reasonable price that properly reflects the Company's corporate value and there are no extenuating circumstances suggesting the most recent share price lacks reliability.