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Company Name TV Asahi Holdings Corporation
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Notice Regarding Introduction of Restricted Stock Compensation Plan

TV Asahi Holdings Corporation (the “Company”) hereby announces that at a meeting held today the Company’s Board of Directors reviewed the compensation system for directors, resolved to introduce a restricted stock compensation plan (“the Plan”), and decided to submit a proposal concerning the Plan for approval at the 79th Ordinary General Meeting of Stockholders, to be held on June 27, 2019 (“the General Meeting of Shareholders”), as described below.

1. Purpose and conditions for introducing the Plan

(1) Purpose for introducing the Plan

The Plan will be introduced as a compensation plan that allots to the Company’s managing directors shares of “the Company’s common stock subject to provisions such as a certain period during which transfer of the shares is restricted and stipulations on reasons for acquisition of the shares by the Company without consideration” (“Restricted Stock”) for the purpose of enabling the Company’s managing directors share the benefits and risks of share price fluctuations with the shareholders and further increasing their incentive to contribute to raising the stock price and enhancing corporate value.

(2) Conditions for introducing the Plan

The Plan will provide monetary compensation claims for the allotment of Restricted Stock to the Company’s managing directors as compensation. Therefore, introduction of the Plan is subject to shareholder approval of said compensation at the General Meeting of Shareholders. At the 75th Ordinary General Meeting of Stockholders, held on June 26, 2015, approval was obtained for compensation for the Company’s directors (excluding directors who are Audit and Supervisory Committee members) of “no more than 900 million yen per year (of which, no more than 50 million yen per year for outside directors; provided, however, that compensation for performance of duties as employees for directors who concurrently serve as employees is excluded).”

However, the Company intends to seek at the General Meeting of Shareholders shareholder approval to set a total amount of monetary compensation claims of “no more than 100 million

yen per year” as compensation related to Restricted Stock for managing directors, within the limit of the compensation amount for the Company’s directors (excluding directors who are Audit and Supervisory Committee members), as an amount considered reasonable after giving comprehensive consideration to the purpose in 1. (1) above and other matters.

2. Overview of the Plan

(1) Allotment of Restricted Stock and paid-in amount

The Company, pursuant to a resolution of the Company’s Board of Directors, will provide to the managing directors monetary compensation claims within the limit of the abovementioned annual amount as compensation related to Restricted Stock, and each managing director will receive an allotment of Restricted Stock by making an in-kind contribution of all of said monetary compensation claims.

The paid-in amount for the Restricted Stock shall be based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day prior to the resolution of the Company’s Board of Directors pertaining to the issuance or disposition thereof (or at the closing price on the immediately preceding trading day, if no trading occurred on that day) and shall be determined by the Company’s Board of Directors within a range that is not particularly advantageous to the managing directors subscribing to said Restricted Stock. The abovementioned monetary compensation claims will be provided on the condition that the managing directors have agreed to the abovementioned in-kind contribution and have entered into a restricted share allotment agreement as defined in (3) below.

(2) Total number of Restricted Stock

The total number of Restricted Stock to be allotted to the managing directors (100,000 shares) shall be the maximum number of shares of Restricted Stock allotted in each fiscal year.

However, the said total number of Restricted Stock may be reasonably adjusted if a stock split (including a gratis allotment) or a reverse stock split of the Company’s common stock is conducted on or after the day when the proposal concerning the Plan is approved.

(3) Details of the Allotment Agreement

The Restricted Stock allotment agreement to be concluded between the Company and the managing directors who receive allotments of Restricted Stock (the “Allotment Agreement”) when allotting Restricted Stock based on a resolution of the Company’s Board of Directors, shall include the following details.

(i) Details of the Transfer Restriction

Managing directors to whom Restricted Stock has been allotted shall not dispose of the Restricted Stock allocated to said managing directors (the "Allotted Shares") by transfer to a third party, creation of a pledge or mortgage, inter vivos gift, bequest, or any other method ("Transfer Restrictions") during a period of from 10 years to 30 years stipulated by the Company's Board of Directors (the "Transfer Restriction Period").

(ii) Acquisition of Restricted Stock without consideration

The Company shall automatically acquire without consideration the Allotted Shares if a managing director who has received an allotment of Restricted Stock retires from the position of director of the Company or a subsidiary of the Company anytime between the initial day of the Transfer Restriction Period until the day preceding the first subsequent Ordinary General Meeting of Shareholders, except if there are reasons deemed legitimate by the Company's Board of Directors.

In addition, the Company shall automatically acquire without consideration any of the Allotted Shares for which the Transfer Restrictions have not been removed in accordance with the reasons set forth in (iii) below upon the expiration of the Transfer Restrictions Period in (i) above.

(iii) Removal of Transfer Restrictions

The Company shall remove Transfer Restrictions on all of the Allotted Shares upon expiration of the Transfer Restrictions Period, provided that a managing director who has received an allotment of Restricted Stock continues to hold the position of director of the Company or a subsidiary of the Company from the initial day of the Transfer Restrictions Period until the day of the first subsequent Ordinary General Meeting of Shareholders.

If, however, said managing director retires from the position of director of the Company or a subsidiary of the Company before the expiration of the Transfer Restrictions Period for reasons deemed legitimate by the Company's Board of Directors, the number of the Allotted Shares for which the Transfer Restrictions will be removed and the timing of the removal of Transfer Restrictions shall be reasonably adjusted as necessary.

(iv) Treatment upon organizational restructuring

If, during the Transfer Restrictions Period, a proposal regarding a merger agreement under which the Company becomes the dissolving company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other organizational restructuring is approved at a General Meeting of Shareholders of the Company (or approved by the Company's Board of Directors if approval regarding the abovementioned organizational restructuring at a General Meeting of Shareholders of the Company is not required), the

Company, by a resolution of the Company's Board of Directors, shall remove the Transfer Restrictions on a reasonably determined number of the Allotted Shares prior to the effective date of said organizational restructuring, taking into consideration the period between the start of the Transfer Restrictions Period and the date of approval of said organizational restructuring.

In such a case, the Company shall automatically acquire without compensation any of the Allotted Shares for which the Transfer Restrictions have not been removed immediately after the Transfer Restrictions have been removed pursuant to the abovementioned provision.