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June 27, 2019

Company Name	TV Asahi Holdings Corporation
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Securities Code	9409 (Tokyo Stock Exchange, First Section)
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Notice Regarding Issuance of New Shares as Restricted Stock Compensation and Retirement of Treasury Stock

TV Asahi Holdings Corporation (the “Company”) hereby announces that at a Company Board of Directors meeting held today, a resolution was made as detailed below concerning the issuance of new shares as restricted stock compensation (the “Issuance of New Shares”) as well as retirement of treasury stock.

1. Overview of Issuance

(1) Pay-in date	July 23, 2019
(2) Type and number of shares to be issued	Common stock of the Company (13,315 shares)
(3) Issue price	1,727 yen per share
(4) Issuance amount	22,995,005 yen
(5) Persons to whom shares are to be allotted	Managing Directors of the Company and the Company’s subsidiary TV Asahi Corporation (13 persons) 13,315 shares
(6) Other information	A Securities Notice has been submitted for this Issuance of New Shares in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reason for Issuance

At the Company’s Board of Directors meeting held on May 9, the Company resolved to introduce a stock compensation plan to grant restricted stock to the Company’s Managing Directors (the “Plan”) for the purpose of enabling the Company’s Managing Directors to share in the benefits and risks of share price fluctuations with shareholders and also to further increase their incentive to contribute to raising the stock price and enhancing corporate value. Also, at the Company’s 79th Ordinary General Meeting of Shareholders held today, among other matters, in accordance with the Plan, approval was received for establishing an amount of no more than 100 million yen as the total annual amount of monetary compensation claims to be paid to the Company’s Managing Directors as compensation related to restricted stock; for setting 100,000 shares as the maximum number of shares of restricted stock to be allotted to the Company’s Managing Directors per fiscal year; and for the Company’s Board of Directors to determine the transfer restriction period for the restricted stock as a period between 10 and 30 years.

Today, at the Company’s Board of Directors meeting, as restricted stock compensation for the period from the 79th Ordinary General Meeting of Shareholders until the Company’s 80th Ordinary General Meeting of Shareholders, which is scheduled to be held in June 2020, it was resolved to allot 13,315 shares of the Company’s common stock as specified restricted stock by paying 13 Managing Directors of the Company and the Company’s subsidiary TV Asahi Corporation (the “Allottees”) a total of 22,995,005 yen in monetary compensation claims and by having the Allottees make an in-kind contribution of the entire amount of these monetary compensation claims. The amount of

monetary compensation claims allotted to each Allottee has been determined based on comprehensive consideration of various matters, including the level of contribution to the Company by each Allottee. In addition, payment of these monetary compensation claims to each Allottee shall be predicated on certain conditions including the condition that each Allottee enters with the Company into a restricted stock allocation agreement (“Allotment Agreement”) that includes the essential points outlined below.

In order for the purpose of the Plan, which is to enable the Company’s Managing Directors to share in the benefits and risks of share price fluctuations with shareholders and further increase their incentive to contribute to raising the stock price and enhancing corporate value, to be fulfilled for as long as possible, the transfer restriction period has been set at 30 years.

In addition, TV Asahi Corporation, a subsidiary of the Company, has also resolved to introduce a similar restricted stock compensation plan.

3. Overview of Allotment Agreement

(1) Transfer Restriction Period

July 23, 2019 to July 22, 2049

During the above transfer restriction period (the “Transfer Restriction Period”), the Allottees shall not dispose of the restricted stock allotted to them (the “Allotted Shares”) by transfer to a third party, the creation of a pledge or mortgage, inter vivos gift, bequest, or any other method (the “Transfer Restrictions”).

(2) Acquisition of the restricted stock without consideration

If an Allottee retires from the position of director of the Company or subsidiary of the Company any time between the initial day of the Transfer Restriction Period until the day preceding the first subsequent Ordinary General Meeting of Shareholders, the Company shall automatically acquire without consideration the Allotted Shares at the time of the Allottee’s retirement, except if there are grounds 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 (3) below immediately after the expiration of the Transfer Restriction Period (the “Period Expiration Date”).

(3) Removal of Transfer Restrictions

The Company shall remove Transfer Restrictions on all of the Allotted Shares held by an Allottee on the Period Expiration Date, provided that the Allottee continued to hold the position of director of the Company or subsidiary of the Company from the initial day of the Transfer Restriction Period until the day of the first subsequent Ordinary General Meeting of Shareholders. If, however, an Allottee retires from the position of director of the Company or subsidiary of the Company before the expiration of the Transfer Restriction Period for reasons deemed legitimate by the Company’s Board of Directors, the transfer restrictions shall be removed immediately following the retirement of the Allottee for a number of Allotted Shares equal to the number of Allotted Shares held by the Allottee at the time (fractional shares shall be rounded down) multiplied by the fraction created by dividing by 12 the number of months from July 2019 through the month in which the Allottee retires from the position of director of the Company or subsidiary of the Company (this number shall be one (1) if the calculation yields a number greater than one).

(4) Provisions regarding management of shares

Allottees shall open an account for entering and/or recording information about the Allotted Shares at SMBC Nikko Securities Inc., following the method stipulated by the Company, and shall keep and maintain the Allotted Shares in this account until the Transfer Restrictions are removed.

(5) Treatment upon organizational restructuring

If, during the Transfer Restriction 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 aforementioned organizational restructuring does not require approval at a General Meeting of Shareholders of the Company (only

if such approval is given prior to the effective date of the organizational restructuring, hereinafter the “Time of Organizational Restructuring Approval”), and, if the Allottee retires from the position of director of the Company or subsidiary of the Company in conjunction with the organizational restructuring, the Company, by a resolution of the Company’s Board of Directors, shall, immediately prior to the business day immediately preceding the effective date of said organizational restructuring, remove the Transfer Restrictions for a number of Allotted Shares equal to the number of Allotted Shares held by the Allottee on the date of approval (fractional shares shall be rounded down) multiplied by the fraction created by dividing by 12 the number of months from July 2019 through the month in which the approval is given (this number shall be one (1) if the calculation yields a number greater than one).

In such a case, at the Time of Organizational Restructuring Approval, on the business day immediately preceding the effective date of said organizational restructuring, the Company will automatically acquire without consideration all of the Allotted Shares for which the Transfer Restrictions have not been removed as of that same date.

4. Basis for calculation of pay-in amount and details

With regard to the issue price for the Issuance of New Shares, in order to eliminate any arbitrariness from the price, the price has been set at 1,727 yen, which was the closing price of the Company’s common stock on the Tokyo Stock Exchange on June 26, 2019, the business day immediately preceding the date of the Company’s Board of Directors resolution. This is the market price immediately prior to the day of the resolution by the Company’s Board of Directors, and the Company believes it to be a reasonable price that is not particularly favorable to Allottees.

5. Retirement of treasury stock

Pursuant to the provisions of Article 178 of the Companies Act, the Company shall, as detailed below, retire a number of treasury shares equal to the number of shares of the Company’s common stock issued via the Issuance of New Shares on the same date as the pay-in date for the Issuance of New Shares.

(Reference)

(1) Type of shares to be retired	Common stock of the Company
(2) Number of shares to be retired	13,315
(3) Planned date of retirement	July 23, 2019