



April 15, 2021

To whom it may concern:

Company Name: WealthNavi Inc.  
 Representative: Kazuhisa Shibayama, Representative Director and CEO  
 (Code Number: 7342 Tokyo Stock Exchange Mothers)  
 Inquiries: Gaku Hirose, Director, CFO  
 (TEL. 03-6632-4911)

### **Announcement regarding issuance of new shares as restricted stock compensation**

WealthNavi, Inc. (the “Company”) announces that the Board of Directors, at the Board of Directors’ meeting held on April 15, 2021, resolved to issue new shares (the “Issuance of New Shares”) of restricted stock as compensation, as follows.

#### 1. Outline of the Issuance

(1) Payment date	May 14, 2021
(2) Class and number of shares to be issued	2,300 shares of the Company’s common stock
(3) Issue price	4,355 yen per share
(4) Total issue price of shares to be issued	10,016,500 yen
(5) Scheduled Allottees	4 Directors 920 shares 4 Executive officers 460 shares 4 Employees 920 shares
(6) Other	In connection with the Issuance of New Shares, a securities notice has been filed in accordance with the Financial Instruments and Exchange Act.

#### 2. Purpose of and Reasons for the Issuance

The Company has resolved at the meeting of the Board of Directors held on February 25, 2021 to introduce a restricted share compensation plan (hereinafter the “Plan”) for the directors (including external directors; the same applies hereinafter), executive officers and employees of the Company for the purpose of providing them with medium- to long-term incentives for the continuous improvement in corporate value of the Company and further advancing the sharing of value between them and shareholders of the Company (and further enhancing employee benefits for the Company’s employees). In addition, at the 6th Annual General Meeting of Shareholders of the Company held on March 26, 2021, an approval was granted to the effect that (1) the total amount of monetary remuneration payable to grant restricted stocks to the directors under the Plan shall not exceed 25 million yen per year (of which, the amount shall not exceed 5 million yen per year for external directors), (2) the transfer restriction period for restricted stocks shall be a period from when the allotted shares are granted until the retirement or resignation (excluding cases where the director is reappointed to or assumes either of those positions simultaneous with such resignation or retirement; the same applies hereinafter) of such

director and executive officer from his or her position as director or other position defined by the Board of Directors, and (3) (i) a director continuously maintains his or her position during the service provision period as determined by the Company's Board of Directors and (ii) if a director resigns from his or her position or retires from the Company before the expiration date of the service provision period for a reason the Company's Board of Directors deems justifiable, the Company shall make reasonable adjustments to the number of allotted shares for which the transfer restrictions are lifted, as necessary.

This time, after considering the objectives of the Plan, the financial status of the Company and other various factors, the Board of Directors has resolved at the meeting of the Board of Directors held on April 15, 2021 to grant to four (4) directors and four (4) executive officers (together with four directors ; hereinafter "Eligible Executive Members") and four (4) employees (hereinafter "Eligible Employees") 2,300 common shares of the Company (hereinafter "the Allotted Shares") in exchange for in-kind contribution of monetary compensation claims totaling 10,016,500 yen.

### 3. Outline of the Plan

The Eligible Executive Members and the Eligible Employees will pay-in all of the monetary (compensation) receivables granted by the Company under the Plan as property contributed in-kind and receive the Company's common shares to be issued or disposed by the Company in exchange for the in-kind contribution.

The total number of the Company's common shares to be issued or disposed for the Company's directors under the Plan shall not exceed 10,000 shares per year (of which, the number shall not exceed 2,000 shares per year for external directors).

The paid-in amount per common share to be issued or disposed under the Plan shall be determined by the Board of Directors of the Company within a range that is not particularly advantageous to the Eligible Executive Members and the Eligible Employees, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day prior to the resolution of the Board of Directors concerning the issuance or disposition thereof (or, if there is no closing price on that day, the closing price on the trading day immediately prior thereto).

In addition, for the purpose of the issuance or disposal of shares of common stock of the Company under the Plan, the Company and the Eligible Executive Members/the Eligible Employees shall enter into a restricted share allotment agreement (hereinafter the "Allotment Agreement") that shall include mainly the following provisions.

- (1) the Eligible Executive Members and Eligible Employees shall not transfer, create a security interest on, or otherwise dispose of the common shares allotted pursuant to the Allotment Agreement for a predetermined period;
- (2) the Company shall acquire such Allotted Shares free of charge if certain events occur

#### <Outline of the Allotment Agreement for the Eligible Executive Members >

Upon the issuance of the Allocated Shares, the Company and each Eligible Executive Member will execute a restricted stock allocation agreement as outlined below.

##### (1) Transfer Restriction Period

An Eligible Executive Member shall not transfer, create a security interest on, or otherwise dispose of the common shares allotted pursuant to the Allotment Agreement during the period from May 14, 2021 (the "Payment Date") until the retirement or resignation (excluding cases where the Eligible Executive Member is reappointed to or assumes either of those positions simultaneous with such resignation or retirement; the same applies hereinafter) of such Eligible Executive Member from his or her position as either director, executive officer, Audit & Supervisory Board member or employee

(hereinafter the “Transfer Restriction Period”).

## (2) Conditions for Removing the Transfer Restriction

On the condition that an Eligible Executive Member continuously maintains his or her position during the period between the date of a General Meeting of Shareholders of the Company held prior to the Payment Date and the date of a General Meeting of Shareholders of the Company held in the following year (the “Service Provision Period”) and comply with the resignation or retirement notification period articulated in the Company’s “Rules for Executive Officers” or “Employment Rules” in accordance with the Eligible Executive Member’s position, the Company shall lift the transfer restrictions for all the Allotted Shares upon expiration of the Transfer Restriction Period. If, however, an Eligible Executive Member resigns from his or her position as either director, executive officer, Audit & Supervisory Board member or employee, or retires from the Company before the expiration date of the Service Provision Period due to his or her death, or any other reason that the Company’s Board of Directors deems justifiable, the Company shall lift the transfer restrictions on the number of the shares, which is the amount obtained by dividing the number of months passed from the month following the month in which the Service Provision Period begins to the month in which such Eligible Executive Member resigns from his or her position or retires from the Company by 12 (however, when the resulting number is more than 1, the number shall be set at 1.) and then multiplying this amount by the number of the Allotted Shares which such Eligible Executive Member has (however, if any fractional share arises as a result of the calculation, the number shall be rounded down).

## (3) Acquisition of the Allotted Shares by the Company without consideration

The Company shall automatically acquire without contribution the Allotted Shares for which the transfer restrictions have not been lifted at the expiration of the Transfer Restriction Period.

## (4) Management of Shares

In order to prevent the Allotted Shares from being transferred, having any security interest created thereon or otherwise being disposed of during the Transfer Restriction Period, the Allotted Shares will be managed using a dedicated account that has been opened at Daiwa Securities Co.Ltd. by the Eligible Executive Members.

## (5) Treatment in Case of Organizational Restructuring, etc.

During the Transfer Restriction Period, if a matter relating to a merger agreement under which the Company will become the dissolving company, a share exchange agreement or a share transfer plan under which the Company will become a whollyowned subsidiary, or any other organizational restructuring is approved at a General Meeting of Shareholders of the Company (or, if an approval at a General Meeting of Shareholders of the Company is not required regarding the above-mentioned organizational restructuring, then the approval of the Board of Directors of the Company), the transfer restrictions shall, at the time immediately prior to the business day immediately preceding the effective date of such organizational restructuring, be lifted in respect of the number of the shares, which is the amount obtained by dividing the number of months passed from the month following the month in which the Service Provision Period begins to the month in which the organizational restructuring is approved by 12 (however, when the resulting number is more than 1, the number shall be set at 1.) and then multiplying this amount by the number of the Allotted Shares which such Eligible Executive Member has (however, if any fractional share arises as a result of the calculation, the number shall be rounded down).

## <Outline of the Allotment Agreement for the Eligible Employees >

Upon the issuance of the Allocated Shares, the Company and each Eligible Employee will execute a restricted stock

allocation agreement as outlined below.

(1) Transfer Restriction Period

An Eligible Employee shall not transfer, create a security interest on, or otherwise dispose of the common shares allotted pursuant to the Allotment Agreement (hereinafter the “Allotted Shares”) during the period from May 14, 2021 (the “Payment Date”) to May 13, 2024 (hereinafter the “Transfer Restriction Period”).

(2) Conditions for Removing the Transfer Restriction

On the condition that an Eligible Employee continuously maintains his or her position during the Transfer Restriction Period and comply with the resignation or retirement notification period articulated in the Company’s “Rules for Executive Officers” or “Employment Rules” in accordance with the Eligible Employee’s position, the Company shall lift the transfer restrictions for all the Allotted Shares upon expiration of the Transfer Restriction Period. If, however, the employment period of the Eligible Employee expires during the Transfer Restriction Period (or if the reemployment period of the Eligible Employee who is reemployed after mandatory retirement expires), or an Eligible Employee resigns from his or her position as either director, executive officer, Audit & Supervisory Board member or employee or retires from the Company before the expiration date of the Transfer Restriction Period due to his or her death, or any other reason that the Company’s Board of Directors deems justifiable, the Company shall lift the transfer restrictions on the number of the shares, which is the amount obtained by dividing the number of months passed from the month following the month that contains the Payment Date to the month in which such Eligible Employee ceases to hold any of the positions above by 36 and then multiplying this amount by the number of the Allotted Shares which such Eligible Employee has (however, if any fractional share arises as a result of the calculation, the number shall be rounded down).

(3) Acquisition of the Allotted Shares by the Company without consideration

The Company shall automatically acquire without contribution the Allotted Shares for which the transfer restrictions have not been lifted at the expiration of the Transfer Restriction Period.

(4) Management of Shares

In order to prevent the Allotted Shares from being transferred, having any security interest created thereon or otherwise being disposed of during the Transfer Restriction Period, the Allotted Shares will be managed using a dedicated account that has been opened at Daiwa Securities Co.Ltd. by the Eligible Employees.

(5) Treatment in Case of Organizational Restructuring, etc.

During the Transfer Restriction Period, if a matter relating to a merger agreement under which the Company will become the dissolving company, a share exchange agreement or a share transfer plan under which the Company will become a whollyowned subsidiary, or any other organizational restructuring is approved at a General Meeting of Shareholders of the Company (or, if an approval at a General Meeting of Shareholders of the Company is not required regarding the above-mentioned organizational restructuring, then the approval of the Board of Directors of the Company), the transfer restrictions shall, at the time immediately prior to the business day immediately preceding the effective date of such organizational restructuring, be lifted in respect of the number of the shares, which is the amount obtained by dividing the number of months passed from the month following the month that contains the Payment Date to the month in which the organizational restructuring is approved by 36 and then multiplying this amount by the number of the Allotted Shares which such Eligible Employee has (however, if any fractional share arises as a result of the calculation, the number shall be rounded down).

#### 4. Basis of Calculation of the Payment Amount and Specific Details thereof

The Issuance of New Shares to each scheduled allottee shall be carried out by having such scheduled allottee make an in-kind contribution to the Company of the monetary compensation receivables granted to such scheduled allottee by the Company under the Plan. In order to eliminate any arbitrariness in the determination of the issue price, the issue price shall be 4,355 yen, which is the closing price of the shares of common stock of the Company on the Tokyo Stock Exchange, Inc. on April 14, 2021 (the business day immediately preceding the date of the resolution of the Board of Directors). The Company believes that this amount is reasonable on the basis that it is the market stock price immediately prior to the date on which the Board of Directors of the Company adopted a resolution for the Issuance of New Shares, and that the issue price does not represent a price that is particularly favorable to the Eligible Executive Members and Eligible Employees.