

July 19, 2017

For Immediate Release

(English translation of the original Japanese document)

Company name: Kakaku.com, Inc.

Representative: Shonosuke Hata, President and Representative Director

(Stock code: 2371; First Section of the Tokyo Stock Exchange)

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### Notice Regarding the Issuance of Stock Acquisition Rights as Stock Options

On July 19, 2017, the Board of Directors of Kakaku.com, Inc., (the "Company") passed a resolution pursuant to the provisions of Articles 236, 238 and 240 of the Companies Act, to issue stock acquisition rights to its company directors (excluding outside directors) as compensation-type stock options. Details are as follows.

#### 1. Purpose of issuing compensation-type stock options

The purpose is to enhance the motivation of directors and executive officers in terms of improving business performance and the Company's corporate value in the mid-term by strengthening the link between the compensation for directors and the Company's stock price, thereby having directors share not only the merits of an increase in the stock price, but also the risks of a decline in the stock price with the shareholders.

#### 2. Overview of stock acquisition right issuance

##### (i) Name of stock acquisition rights:

10th Series of Stock Acquisition Rights of Kakaku.com, Inc.

##### (ii) Total number of stock acquisition rights and number of eligible grantees thereof:

a) Eligible grantees: the Company's directors (excluding outside directors and non-executive directors)

b) Number of eligible grantees: 4

c) Number of stock acquisition rights to be granted: 276

##### (iii) Class and number of shares deliverable upon exercise of stock acquisition rights:

The class of shares underlying the stock acquisition rights shall be common stock of the Company. Upon exercising stock acquisition rights, grantees will receive 100 shares (the "Number of Deliverable Shares") of common stock per stock acquisition right exercised.

Regardless of the above, if the Company conducts a stock split (including an allotment of the Company's common stock without receipt of monetary consideration; the same shall apply to the description with regard to the stock split hereinafter) or a stock

consolidation, after the date of issuing stock acquisition rights, the Company shall adjust the Number of Deliverable Shares which have not been exercised at the time of such stock split or consolidation using the formula set forth below. Any fraction of less than one share shall be rounded down to the nearest share.

*Number of shares after the adjustment = Number of shares before the adjustment × stock split or stock consolidation ratio*

Additionally, if an inevitable need to adjust the Number of Deliverable Shares arises, the Company may adjust the Number of Deliverable Shares as deemed necessary by the Company's Board of Directors.

(iv) Total Number of Stock Acquisition Rights:

The Company plans to grant 276 stock acquisition rights, but the total number of stock acquisition rights will be reduced, if one or more of the eligible grantees fail to subscribe to the offering. In such an event, the total number of stock acquisition rights issued shall be the total number of stock acquisition rights actually granted.

(v) Amount to be paid for Stock Acquisition Rights:

The amount payable for stock acquisition rights shall be calculated based on the share price on the issuance date of the share subscription rights multiplied by the number of shares to be acquired based the Black-Scholes Model.

$$C = S_0 e^{-qt} N(d_1) - K e^{-rt} N(d_2)$$

*In this formula,*

$$d_1 = \frac{\ln(S_0 / K) + (r - q + \sigma^2 / 2)t}{\sigma \sqrt{t}}, \quad d_2 = d_1 - \sigma \sqrt{t}$$

- a) C = option price per share
- b)  $S_0$  = share price: Closing price of the Company's common stock at the Tokyo Stock Exchange on August 3, 2017. (or the standard price on the following trading day if there is no closing price on that date)
- c) K = exercise price: 1 yen
- d) t = expected duration : 1.9 years
- e)  $\sigma$  = volatility : rate of stock price volatility, which is calculated based on the daily closing price of the common stock of the Company on the Tokyo Stock Exchange for the period of 1.9 years (September 10, 2015 – August 3, 2017)
- f) r = risk-free interest rate: interest rate on Japanese government bonds in the expected remaining period
- g) q = dividend yield: dividends per share (actual dividend paid for the fiscal year

ended March 31, 2017) ÷ share price as provided in Item b) above

h)  $N(\cdot)$  = cumulative distribution function of standard normal distribution ( $N(\cdot)$ )

Note: The amount calculated based on the above formula is the fair value of the stock acquisition rights and does not fall under favorable issue.

The Company will pay the persons to whom share acquisition rights are granted (the "Grantees") monetary compensation equal to the said amount and offset their rights to request compensation from the Company against their payment obligations to be paid for the share acquisition rights.

(vi) Amount to be paid upon exercise of each share acquisition right:

The amount payable upon exercise of each share warrant shall be determined by multiplying one (1) yen, the per-share exercise price, by the number of common shares to be issued upon exercise of such share acquisition right.

(vii) Exercise period of share acquisition rights:

The exercise period of share warrants shall be from August 4, 2017 to August 3, 2047

(viii) Terms and conditions of exercise of stock acquisition rights:

- a) A Grantee may, during the period provided in Item (vii) above, exercise their share acquisition rights only on a lump-sum basis within ten days (or the next business day of the tenth day, if the tenth day falls on a holiday), from the day following the date on which they lose their position as director of the Company.
- b) If the Grantee dies, the inheritor may exercise all the rights only on a lump-sum basis.
- c) Other conditions for exercise shall be set forth in a Stock Acquisition Rights Allocation Agreement between the Company and each Grantee.

(ix) Matters concerning the amount of capital stock and capital surplus increased by the issuance of shares upon exercise of share acquisition rights:

- a) The amount of capital stock increased by the issuance of shares upon exercise of share acquisition rights shall be the amount obtained by multiplying the maximum limit of capital increase, as calculated in accordance with the provisions of Article 17, paragraph 1 of the Company Accounting Regulation, by 0.5, and any fraction of less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest yen
- b) The amount of capital surplus increased by the issuance of shares upon exercise of share acquisition rights shall be the amount obtained by deducting the capital to be increased, as provided in Item a) above, from the maximum limit of capital increase, as also provided in Item a) above.

(x) Conditions regarding the share acquisition rights:

- a) The Company may acquire such acquisition rights without any consideration on the

day which shall be determined by the Board of Directors, if Grantees forfeit the right to exercise their stock acquisition right, in accordance with the conditions provided in Item (viii) above or in the Stock Acquisition Rights Allocation Agreement/

- b) The Company may acquire such acquisition rights without any consideration if any of the following items (1), (2), (3), (4), (5), (6) or (7) is approved by shareholders in a general meeting of shareholders (or in cases where approval in a general meeting of shareholders is not necessary, when approved by the Board of Directors).
- (1) Approval of a merger contract pursuant to which the Company shall be a dissolving company;
  - (2) Approval of an agreement or a plan for corporate split pursuant to which the Company shall become a wholly-owned subsidiary of another company;
  - (3) Approval of a share exchange agreement or a share transfer plan where the Company shall become a wholly-owned subsidiary of another company;
  - (4) Approval of an amendment of the Company's Articles of Incorporation so that any acquisition by transfer of shares issued by the Company shall require approval of the Company;
  - (5) Approval of an amendment of the Company's Articles of Incorporation that would require an approval of the Company for an acquisition by transfer of shares issued upon exercise of share warrants, or that would allow the Company to acquire all such shares with the approval by shareholders in a general meeting of shareholders;
  - (6) Approval of consolidation of shares in the class into which the stock acquisition rights are exercisable (only in cases where the adjustment of trade units for the class of shares based on the proportion of consolidation results in fractions less than one share);
  - (7) Approval of request for sales of shares by special controlling shareholders;

- (xi) Restriction on transfer of share acquisition rights:

Transfer of share acquisition rights shall require the approval of the Board of Directors.

- (xii) Treatment of stock acquisition rights in the event of reorganization:

If the Company is involved in a merger (but only when the Company is the dissolving company), absorption- or incorporation-type demerger (but only as the party to be demerged) or a stock swap or stock transfer (but only one that would make the Company a wholly owned subsidiary) (any such merger, demerger or stock swap/transfer is referred to below as a "Reorganization"), the Company shall grant the persons holding share acquisition rights immediately as of such a Reorganization's effective date, newly issued stock acquisition rights of the "Successor Company", as specified in Article 236, paragraph 1-8, (a) through (e) of the Companies Act.

This only applies in cases where such grant of share acquisition rights is stipulated in the applicable merger agreement, absorption-type demerger plan, incorporation-type demerger plan, stock swap agreement or stock transfer plan, in accordance with the

following conditions.

- a) Number of stock acquisition rights of the Successor Company to be granted:  
The number of stock acquisition rights of the successor company to be granted shall be the same as the number of existing share warrants.
- b) The type of shares of the Successor Company to be issued upon exercise of stock acquisition rights:  
Common stock of the Successor Company
- c) The number of shares of the Successor Company to be issued upon exercise of share acquisition rights:  
The number shall be determined following Item (iii) above, considering the terms and conditions of the Reorganization.
- d) Amount to be paid upon exercise of share warrants:  
The amount payable to the Company upon exercise of share acquisition rights shall be determined by multiplying one (1) yen, the per-share exercise price of the Successor Company, by the number of shares of the Successor Company to be issued upon exercise of such share warrants as determined in accordance with Item c) above.
- e) Exercise period of share acquisition rights:  
The exercise period of share acquisition rights shall begin on the date of commencement of the exercise period stipulated in Item (vii) above or the effective date of the Reorganization, whichever is later, and end on the closing date of the exercise of such share warrants as determined in accordance with item (vii) above.
- f) Matters concerning the amount of capital stock and capital surplus increased by the issuance of the shares upon exercise of share acquisition rights:  
Shall be determined in accordance with Item (ix) above.
- g) Restrictions on the transfer of share acquisition rights:  
Shall be determined in accordance with a resolution passed by the Board of Directors of the Successor Company.
- h) Conditions for the exercise of share acquisition rights:  
Shall be determined in accordance with Item (viii) above.
- i) Conditions regarding the acquisitions of share acquisition rights:  
Shall be determined in accordance with Item (x) above

(xiii) Treatment of fractional shares upon exercise of share warrants:

If fractional portion of shares were to be issued upon exercise of stock acquisition rights, they shall be disregarded.

(xiv) Date of issuance of share acquisition rights: August 3, 2017.

(xv) Issuance of stock acquisition right certificates:

Stock acquisition right certificates will not be issued