



To Investors:

March 26, 2021

MonotaRO Co, Ltd  
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**Notice: Disposal of Treasury Stock  
as Restricted Stock Compensation for Executive Officer**

MonotaRO Co., Ltd. (hereinafter “the Company”) hereby announces that at the Board of Directors meeting held today, it has revised compensation for Executive Officers and resolved to dispose treasury stocks as stock compensation (hereinafter “Disposal of Treasury Stocks”) as follows;

1. Outline of disposal

(1) Disposal date	April 26, 2021
(2) Class and number of stocks to be disposed	16,545 stocks of common stock of the Company
(3) Disposal price	5,900 JPY per stock
(4) Total value of stocks to be disposed	97,615,500 JPY
(5) Scheduled allocation	Seven Executive Officers, 16,545 stocks
(6) Other	The Company has submitted the Securities Registration Statement regarding the Disposal of Treasury Stocks in accordance with the Financial Instruments and Exchange Act.

Note. According to “Notice of Share Split and Partial Amendment to the Articles of Incorporation” disclosed on Feb 2, 2021, the Company resolved that share split at a ratio of 1:2 as record date March 31, 2021 and effective date April 1, 2021 (hereinafter “the Effective Date”). Since the disposal date of this treasury share is April 26, 2021 which is after the Effective Date, number of shares, disposal price, and the total amount of disposal, and planned number of shares allotted to seven eligible Executive Officers will be 33,090 shares, 2,950 JPY, 97,615,500 JPY, and 33,090 shares.

2. Purpose and reason of the disposal

Company resolved, in a meeting of its Compensation Committee held on Feb 25, 2021, to introduce a restricted share-based remuneration plan (hereinafter “the Plan”) as an incentive for its Executive Officers to continuously improve the corporate value and shareholder value for the mid to long-term.

As the Plan is introduced, the Stock Option Plan as an incentive for the Company’s Executive Officers is to be abolished except for those which have already been granted.

Considering purpose of the Plan, the Company’s operating result, responsibility scope of each Executive Officer, and other conditions, the Company has decided, at a meeting of Compensation Committee held today on March 26, 2021, to grant monetary claims pertaining to remuneration of 97,615,500 JPY in total, which are contributed to 16,545 common stocks (hereinafter “Allotted Stocks”), to seven Executive Officers (hereinafter “Eligible Executive Officers”), and disposals of treasury stock are also resolved in the Board of Director meeting held today.

Note: As stated in “1. Outline of disposal,” the Company resolved that share split at a ratio of 1:2 with effective date April 1, 2021. As a result of this share split, the total amount of monetary compensation claims will be 97,615,500 JPY, contribution amount of monetary compensation claims per offering share will be 2,950 JPY, and the number of allotted shares will be 33,090.

Disclaimer:

This is an English translation of the captioned release.

This translation is prepared and provided for the purpose of the reader’s convenience.

All readers are recommended to refer to the original version in Japanese of the release for complete information.

<Overview of restricted stock allotment contract>

The Company and every Eligible Executive Officer will conclude the restricted stock allotment contract (hereinafter "Allotment Contract"), and the overview of the Allotment Contract is as follows;

- (1) Transfer restricted period  
Eligible Executive Officers are not allowed to transfer, to set security rights, or any other disposal for Allotted Stocks from April 26<sup>th</sup>, 2021 (Disposal date) until the expiration date of position as the Company's Executive Officer.
- (2) Condition for releasing transfer restriction  
On the condition that Eligible Executive Officers maintain executive officer positions of the Company from the payment date to the closing of the general shareholders meeting for the fiscal year of 2021, the Company releases the transfer restriction for all of the Allotted Stocks for Eligible Executive Officers at the expiration of the transfer restriction period. In the event that Eligible Executive Officers lost their position of executive officer by death or any other reason which the Company's board of directors recognize justifiable, the Company releases the transfer restriction for number of Allotted Stocks which is product of number of months from April 2021 to the month including the day, on which position is lost, divided by 12 (if it exceeds one, it is considered to be one) and number of Allotted Stocks for Eligible Executive Officers (rounded down if the calculation generates any fraction) on the time immediately after the expiration of position.
- (3) The Company's acquisition of Allotted Stock without contribution  
At the time of determination not to release the transfer restrictions for the Allotted Stock or any other specific time stipulated in the contract, the Company acquires all of the Allotted Stocks without contribution.
- (4) Malus provisions  
If the events, which include a material restatement of financial statement, material violation against the Company's internal regulations, material damage for the Company's business or reputation, material defect in risk management, or other events specified by Board of Directors, occur during Eligible Executive Officers' tenure period, Malus (acquisition of Allotted Stock without contribution during transfer restriction period) is exercised.
- (5) Management of stock  
Allotted Stock will be managed in accounts at Daiwa Securities Co., Ltd. opened by Executive Officers not to allow transferring, setting security rights, or any other disposal for Allotted Stocks.
- (6) Treatment for reorganization, etc.  
If, during the transfer restriction period, matters relating to a merger agreement in which the Company is the dissolving entity, a stock exchange agreement or stock transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganizations are approved in the Company's general shareholders meeting (or in the Company's Board of Directors if the approval at company's general shareholders meeting is not mandatory for the reorganization), based on the resolution of the Board of Directors, the Company releases the transfer restriction for number of Allotted Stocks which is product of number of months from April 2021 to the month including the day, on which the reorganization is resolved, divided by 12 (if it exceeds one, it is considered to be one) and number of Allotted Stocks (rounded down if the calculation generates any fraction) at the time immediately preceding the business day before the effective date of reorganization, etc.

3. Basis of calculation and specific details for the payment amount

The Disposal of Treasury Stocks to the Eligible Executive Officers is funded by monetary compensation claims or monetary claims which the Company provided as the Restricted Stock Compensations respectively in accordance with the Plan. To eliminate arbitrariness in the disposal price, 5,900 JPY, which is the closing price for the common stock of the Company in the First Section of the Tokyo Stock Exchange on March 25, 2021 (the business day prior to the day of resolution in the meeting of the Board of Directors) is used as the disposal price. As this is the market price the day prior to the day of resolution in the Board of Directors, it is reasonable by appropriately reflecting the Company's corporate value in the situation without specific circumstance indicating that the latest stock price of the Company is unreasonable and does not represent a particularly favorable price for the Eligible Executive Officers.

Note: As stated in "1. Outline of disposal," the Company resolved that share split at a ratio of 1:2 with effective date April 1, 2021. As result of this share split, payment amount will be 2,950 JPY.

End of notice

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