

July 4, 2018

To whom it may concern

Company Name	ASKUL Corporation
Representative	Shoichiro Iwata President and Chief Executive Officer (Code No. 2678, Tokyo Stock Exchange First Section)
Contact Person	Tsuguhiro Tamai Executive Officer and Chief Financial Officer Phone : (03) 4330-5130

Notice Regarding Introduction of Restricted Stock Remuneration Plan

ASKUL Corporation (hereinafter referred to as the “Company”), at its Board of Directors’ meeting held today, reviewed the directors’ remuneration and resolved to introduce a restricted stock remuneration plan (hereinafter referred to as the “Plan”) and propose an item regarding the Plan for approval at the 55th Annual General Meeting of Shareholders to be held on August 2, 2018 (hereinafter referred to as the “General Meeting of Shareholders”).

1. Outline, etc. of the Plan

(1) Purposes of introducing the Plan

The Company will introduce the Plan with the aim of giving incentives to achieve the sustainable enhancement of the Company’s corporate value for the Company’s directors (directors eligible to receive restricted stock shall hereafter be referred to as “Eligible Directors”) and further promote sharing value with shareholders.

(2) Outline of the Plan

Eligible Directors, based on the Plan, will make payments in kind as contributed assets using all of the monetary compensation claims provided to them by the Company for granting restricted stock (hereinafter referred to as the “monetary compensation claims”) and receive the issuance or disposal of common stock of the Company. Upon issuance or disposal of the Company’s common stock under the Plan (hereinafter referred to as “Allocated Shares”), the Company and Eligible Directors shall conclude an agreement on the allotment of restricted stock with the following contents: 1) Eligible Directors may neither transfer, set collateral rights for, nor otherwise dispose of the Allocated Shares to a third party for a certain period of time (hereinafter referred to as the “Transfer Restriction Period”); and 2) in case a certain event occurs, such as performance conditions not being achieved, the Company will gratuitously acquire Allocated Shares. Allocated Shares will be managed in dedicated accounts at Nomura Securities Co., Ltd. opened by Eligible Directors during the Transfer Restriction Period in order to ensure that it is not possible to transfer, set collateral rights for, or otherwise dispose of the shares during the Transfer Restriction Period.

2. Conditions for Introducing the Plan

The amount of remuneration for the Company’s directors was approved at 800 million yen or less per year (not including employee salaries for directors who serve concurrently as employees) at the 53rd Annual General Meeting of Shareholders held on August 3, 2016.

Under the Plan, the monetary compensation claims will be provided to Eligible Directors for granting the restricted stock. Accordingly, introduction of the Plan is subject to the approval of shareholders at the General Meeting of Shareholders regarding the provision of such remuneration. The total amount of monetary

compensation claims to be provided to Eligible Directors based on the Plan shall be 160 million yen or less per year (of which the amount paid to outside directors shall not exceed 40 million yen per year, not including employee salaries for directors who serve concurrently as employees), which will be included in the abovementioned predetermined maximum amount of remuneration for the Company's directors. The amount of remuneration for directors, including the amount of remuneration for granting restricted stock, for which a proposal will be submitted seeking approval, shall not exceed 800 million yen per year, which is the same as the current remuneration amount. The specific timing and allocation of payments to each Eligible Director shall be decided by the Company's Board of Directors.

The total number of shares of the Company's common stock to be newly issued or disposed of under the Plan shall be 50,000 shares or less per year (however, in the event a stock split (including a gratis allotment of the Company's common stock) or reverse stock split of the Company's common stock is implemented with the approval date of the General Meeting of Shareholders or the date thereafter as the effective date, such total number of the Company's stock will be adjusted where necessary, after such date of entry comes into force, within a reasonable range according to the split ratio or the reverse split ratio). The amount paid in per common stock issued or disposed of shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day before the day of each resolution of the Board of Directors (or if no trading is reported on the day, it shall be the closing price on the immediately preceding day).