



Translation

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Announcement of Introduction of Restricted Stock Remuneration Plan and Amendments to Amounts of Directors' Remuneration

ORO Co., Ltd. (the "Company") hereby announces that, at the Board of Directors' Meeting held on February 14, 2020, it reviewed its executive remuneration plan and resolved to introduce a restricted stock remuneration plan (the "Plan"). A proposal concerning the Plan is to be submitted to the 22nd Ordinary Stockholders' Meeting scheduled on March 26, 2020 (the "Stockholders' Meeting"). Details of the Plan are described below.

Details

1. Purpose, etc. of introduction of the Plan

(1) Purpose of introduction of the Plan

The plan is to introduce a restricted stock compensation plan for the Company's directors (excluding outside directors) (hereinafter referred to as "eligible directors") in order for them to further share the benefits and risks of stock price fluctuations with shareholders and enhance their motivation toward further contribution to the rise in stock price and the increase in corporate value.

(2) Conditions for introduction of the Plan

Under the plan, monetary receivables shall be provided as compensation to eligible directors so that restricted stocks can be granted; therefore, introduction of the plan shall be subject to the approval of shareholders at the Shareholders' Meeting for providing such compensation. At the 15th Ordinary General Meeting of Shareholders held on June 27, 2013, it was approved that the Company's director's compensation shall not exceed 200 million yen; however, at the Shareholders' Meeting, the Company is planning to seek approval from shareholders for introducing the new plan and setting a compensation limit for eligible directors concerning the plan.

2. Overview of the Plan

Eligible directors shall make in-kind contributions of all monetary compensation receivables to be granted by the Company under the plan, and shall, in return, receive the Company's common stock that will be issued or disposed of by the Company. The total amount of monetary compensation receivables to be granted to the eligible directors under the plan shall not exceed 50 million yen per year (however, the portion of employee's salary for directors who concurrently serve as employees shall not be included). The specific timing and amount of the granting to each of the eligible directors shall be decided by the Board of Directors. The total number of shares of common stock of the Company to be issued or disposed of under the plan shall not exceed 15,000 shares per year; however, in case that the Company splits its shares (including gratis allotment of common stock of the Company) or consolidates its shares of common stock with the effective date, which is the date on or after the resolution date of the Shareholders' Meeting, the total number of shares shall be adjusted if necessary within a reasonable range according to the split ratio and the consolidation ratio. The amount to be paid in per share shall be the amount decided by the Board of Directors within a range that is not specially advantageous to the eligible directors who will receive the common stock, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution of the Board of Directors (if such date is a non-trading day, the closing price on the most recent trading day prior to that date). For the purpose of issuing and disposing of common stock in the Company based on the plan, the Company shall enter into a restricted stock allotment contract with eligible directors,

which shall include the following contents: (1) Eligible directors shall not transfer to a third party, create a security interest on, or otherwise dispose of the Company's common stock allotted under the allotment contract during a certain period (hereinafter referred to as "transfer restriction period") and (2) The Company may acquire the common stock without contribution if certain events occur. In order to prevent eligible persons from transferring, creating a security interest on, or otherwise disposing of allotted stock during the transfer restriction period, the allotted stock shall be managed in dedicated accounts opened by eligible directors at Nomura Securities Co., Ltd.