

February 12, 2016

Company: Cookpad Inc.
Name of Representative: Yoshiteru Akita, Representative Executive Officer
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Notice on Resolution of Director Election Proposal and Agreement on Withdrawal of a Shareholder Proposal for 12th Annual General Meeting of Shareholders

Cookpad Inc. (the “Company”) hereby gives notice that the Nominating Committee on February 12, 2016 discussed and resolved a proposal for the election of directors at the 12th Annual General Meeting of Shareholders (“AGM”), while the Board of Directors meeting on the same day approved to submit the said proposal to the AGM. This resolution follows the Company’s previous disclosure dated February 5, 2016 that a basic agreement had been reached with the Company’s shareholder Mr. Akimitsu Sano regarding the unity of director election proposal.

1. Proposal for the Election of Directors at the AGM

Director	Mr. Akimitsu Sano
Director	Mr. Yoshiteru Akita
Director	Mr. Rimpei Iwata
Director (Outside)	Mr. Masaaki Shintaku
Director (Outside)	Mr. Kiyohiko Nishimura
Director (Outside)	Mr. Toru Kitagawa
Director (Outside)	Ms. Kyoko Deguchi
Director (Outside)	Mr. Koichiro Fujii
Director (Outside)	Mr. Daisuke Yanasawa

In the event that all nine of the above candidates are elected directors of the Company, the number of directors will exceed the maximum number set forth in the Articles of Incorporation. The Company plans, therefore, to submit a proposal at the AGM to partially amend the Articles of Incorporation to increase the number of directors. The Company believes that this will optimize its business expansion and stabilize management as well as further strengthen the management structure.

2. Future Management Direction

Regarding the future management direction, the Company plans to promptly establish and disclose it under the new director structure and executive officer structure following the AGM.

3. Agreement to Withdraw the Shareholders’ Proposal by Mr. Akimitsu Sano and Three Other Shareholders

As disclosed in its “Notice Regarding Receipt of Documents Concerning Exercise of Shareholders’ Proposal Rights” dated January 19, 2016, there had been a shareholder proposal by the Company’s shareholder Mr. Akimitsu Sano and three other shareholders. At the Board of Directors meeting on February 12, 2016, Mr. Sano expressed his intention to withdraw the proposal, and the Board of Directors resolved to agree with the withdrawal.