

February 17, 2017

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## **Notice on Stock Options**

Cookpad Inc. (the “Company”) hereby announces that the Company resolved at a meeting of its Board of Directors held on February 17, 2017 to request an approval at the 13<sup>th</sup> Annual General Shareholders’ Meeting (the “AGM”) to charge the Board of Directors with the responsibility of determining the subscription details of the stock acquisition rights as stock options (“Stock Options”) to be issued to the executive officers and employees of the Company and directors and employees of the Company’s subsidiaries under the provisions of Articles 236, 238, and 239 of the Companies Act.

### **1. Reason for offering Stock Options in favorable conditions**

The Company plans to issue Stock Options free of charge to its executive officers and employees, and to directors and employees of the Company’s subsidiaries to raise their motivation and morale toward improving performance of the Company, and to attract skilled personnel.

### **2. Persons to whom the Stock Options are allotted**

Executive officers and employees of the Company, and directors and employees of the Company’s subsidiaries

### **3. Content of Stock Options**

(1) Number and type of shares that can be acquired by exercise of Stock Options

The number of shares that can be acquired by exercise of the Stock Options shall be no more than 4,700,000 common stock of the Company.

The number of shares above shall be adjusted by applying the following formula if the Company proceeds with a stock split or reverse stock split. That being said, the adjustment shall be based on the number of shares that can be acquired by exercising the Stock Options that have not been exercised at that point in time, and units less than one share arising as a result of the adjustment shall

be discarded.

Number of shares after adjustment = Number of shares before adjustment × Ratio of stock split or reverse stock split

Other than the foregoing, the number of shares shall be adjusted within a reasonable range in unavoidable situations arising after the 13th Annual General Shareholders' Meeting (the "AGM") whereby an adjustment is necessary.

## (2) Number of Stock Options

The number of Stock Options to be allotted shall be no more than 47,000.

The number of shares to be acquired by the exercise of one Stock Option is 100 shares. The number of shares to be acquired by the exercise of one Stock Option shall be adjusted accordingly if the number of shares that can be acquired by exercise of the Stock Options is adjusted as set out in (1) above.

## (3) Moneys to be paid in exchange for the issuance of Stock Options

No payment is required in exchange for the issuance of the Stock Options.

## (4) Value of properties contributed in the exercise of the Stock Options

The value of properties contributed in the exercise of the Stock Options shall be the paid-in amount per share (the "Exercise Price") issued by exercise of the Stock Options multiplied by the number of shares acquired by exercising the Stock Options. The Exercise Price shall be determined as follows.

The Exercise Price shall be the average closing price in ordinary trading (including indicative price) of common stock in the Company on the Tokyo Stock Exchange on each day in the month prior to the month in which the allotment date of the Stock Options falls (excluding days on which no trade occurs) × 1.05 (rounded up to the nearest yen) or the closing price on the allotment date (or closing price on the most recent date before the allotment date if no trade occurred on that date), whichever is the higher value.

In the event of the Company proceeding with a stock split or reverse stock split of its common stock after the allotment date of the Stock Options, the Exercise Price shall be adjusted using the formula below, with values of less than 1 yen being rounded up.

$$\text{Adjusted Exercise Price} = \frac{\text{Exercise Price before adjustment}}{\text{stock split or reverse stock split ratio}} \times \frac{1}{\text{stock split or reverse stock split ratio}}$$

In the event of the Company issuing stock for subscription at a price below the market price per share after the allotment date of the Stock Options (including stock issued free of charge and disposition of treasury stock, but excluding the exercise of Stock Options (including convertible

bonds) and conversion of securities that can be converted to common stock in the Company (including the issuance of the Company's shares as payment for acquiring the said securities)), the Exercise Price shall be adjusted using the formula below, with values of less than 1 yen being rounded up.

$$\text{Adjusted Exercise Price} = \text{Exercise Price before adjustment} \times \frac{\text{Number of Shares already issued} + \frac{\text{Number of newly issued shares} \times \text{Paid-in amount per share}}{\text{Market price per share}}}{\text{Number of shares already issued} + \text{Number of newly issued shares}}$$

“Shares already issued” in the formula above denotes the number of all issued shares in the Company minus the number of treasury stock held by the Company at the end of the previous month. When the Company is disposing of treasury stock, the number of newly issued shares shall be the same as the number of treasury stock to be disposed of.

“Market price per share” shall be the average closing price in ordinary trading (including indicative price) of common stock in the Company on the Tokyo Stock Exchange over 30 days starting on the 45th business day before the date that the adjusted Exercise Price is to be applied (excluding days on which no trade occurs).

Other than the foregoing, the Exercise Price shall be adjusted within a reasonable range in unavoidable situations arising after the AGM whereby an adjustment is necessary.

(5) Period in which the Stock Options can be exercised

The period of time in which the Stock Options can be exercised (“Exercise Period”) shall be three years starting two years after the allotment date of the Stock Options.

(6) Conditions on the exercise of Stock Options

- a) The holder of the stock option (“Option Holder”) continues to hold the position of director, executive officer, auditor, or employee of the Company or its subsidiaries at the time of exercise of the Stock Option. This condition does not apply, however, to those who have left their positions with rational reason as approved by the Board of Directors, such as retirement at the end of their term, mandatory retirement, death, or employment transfer.
- b) In the event of the death of the Option Holder during the exercise period, the heir of the Option Holder may exercise the Stock Option within the scope of rights conferred on the Option Holder by following the procedures set out by the Company within a year of the start of the inheritance process if the Option Holder was not on leave of absence from before the start of the exercise period. However, the Stock Option cannot be inherited in the event of the death of the heir of the Option Holder.

- c) The Option Holder may exercise Stock Options held within the following ratio limits (including Stock Options already exercised) during the following periods. If the number of Stock Options that the Option Holder is entitled to exercise includes units of less than one Stock Option, the said units shall be discarded.
  - i) Up to one year from the starting date of the Exercise Period (“Initial Date”): One third of the total number of Stock Options allotted to the Option Holder
  - ii) One-year period from one year after the Initial Date: Two-thirds of the total number of Stock Options allotted to the Option Holder
  - iii) From two years after the Initial Date to the end of the Exercise Period: All Stock Options allotted to the Option Holder

(7) Matters related to the increase in legal capital and legal capital reserves associated with the issuance of shares arising from the exercise of Stock Options

- a) The amount of legal capital to be increased as a result of the issuance of shares arising from the exercise of Stock Options shall be no more than one half of the upper limit to the amount of capital increase calculated in accordance with Article 17, Paragraph 1 of the Company’s Calculation Rules (“Capital Increase Limit”). However, units of less than one yen shall be rounded up and the cost of the issuance of shares arising from the exercise of Stock Options deducted from the Capital Increase Limit shall be zero yen.
- b) The amount of legal capital reserve to be increased as a result of the issuance of shares due to the exercise of Stock Options shall be the Capital Increase Limit minus the amount of capital increase set out in paragraph a) above.

(8) Restrictions set on acquisition of Stock Options by transfer

The acquisition of Stock Options by transfer requires approval of the Board of Directors of the Company.

(9) Reasons for acquisition of Stock Options by the Company

- a) In the event that the 21-trading-day average value of the closing price (including indication price) of the Company’s common stock in ordinary trading on the Tokyo Stock Exchange between the allotment date of the Stock Options and the day before the commencement date of the exercise period (excluding days without a closing price. However, to be adjusted accordingly if the Company conducts an allotment of shares free of charge, stock split or reverse stock split, or for any other similar reason) falls below 65% of the Exercise Price and the Company’s Board of Directors sets an acquisition date, the Company may acquire the stock options free of charge on the said date.

- b) In the event that the shareholder's meeting (or Board of Directors if approval by the shareholder's meeting is not required) approves the conclusion of an absorption-type merger agreement or consolidation-type merger agreement in which the Company is the dissolving company, or a share exchange agreement in which it is the wholly owned subsidiary, or a share transfer plan in which it is the wholly owned subsidiary, or an absorption-type demerger agreement or incorporation-type demerger plan in which it is the splitting company, and the Company's Board of Directors decides that the acquisition of Stock Options by the Company is necessary and the Board of Directors sets an acquisition date, the Company may acquire the Stock Options free of charge on the said date.
- c) If Option Holders become unable to exercise the Stock Options held due to the provisions set out in (6) above becoming applicable prior to the Option Holder exercising the Stock Options held, the Company may acquire the Stock Options free of charge.
- d) If the Company passes a resolution to amend the rules in its Articles of Incorporation requiring the Company's approval to acquire by transfer all shares issued by the company, the Company may acquire all Stock Options free of charge.
- e) If the Company resolves to amend the rules in its Articles of Incorporation requiring the Company's approval to acquire by transfer the type of shares that can be acquired by exercise of Stock Options or to establish the rules in the Articles of Incorporation regarding shares of this type, Company may acquire all Stock Options free of charge.

(10) Policy for decisions on matters regarding expiration of Stock Options as a result of company reorganization and issuance of new Stock Options by the reorganized company

In the event that the Company enters into a merger in which it is the dissolving company, share exchange, or share transfer (collective, "Reorganization"), the Company may exchange new Stock Options of the joint-stock company as provided in Article 236, Paragraph 1., No. 8 a), d), and e) of the Companies Act ("Reorganized Company") for expired Stock Options held by remaining Option Holders immediately prior to the date that the said Reorganization takes effect (the date of the registration of incorporation in the case of consolidation-type reorganization. The same applies hereafter), and that the exchange of Stock Options shall take place under the following conditions provided they are set out in the agreement or plan of the Reorganization.

- a) The number of Stock Options to be issued by the Reorganized Company  
The same number of Stock Options shall be issued as the number of Stock Options held by the remaining Option Holders.
- b) Number and type of shares that can be acquired by exercise of Stock Options, and calculation method  
The type of shares that can be acquired by exercise of the Stock Options is common stock in the

Reorganized Company. The number of shares that can be acquired by exercise of Stock Options shall be calculated by the number of shares that can be acquired by exercise of Stock Options on the day before the Reorganization takes effect multiplied by the merger ratio, or the share exchange/share transfer ratio with the appropriate adjustments, to be adjusted by the method set out in (1) above after the date that the Reorganization takes effect.

c) Amount of moneys contributed in the exercise of the Stock Options, and calculation method

The amount shall be calculated as the Exercise Price of the Stock Options on the day before the date that the Reorganization takes effect, with the appropriate adjustments, to be adjusted by the method set out in (4) above after the date that the Reorganization takes effect.

d) Exercise Period

The Exercise Period of the Stock Options shall run from the first day of the Exercise Period or the date that the Reorganization takes effect, whichever is later, until the end of the Exercise Period.

e) Conditions on the exercise of Stock Options

The conditions on the exercise of Stock Options shall conform to those set out in (6) above.

f) Matters related to the increase in legal capital and legal capital reserves associated with the issuance of shares arising from the exercise of Stock Options

Matters related to the increase in legal capital and legal capital reserves associated with the issuance of shares arising from the exercise of Stock Options shall conform to those set out in (7) above.

g) Restrictions on acquisition of Stock Options by transfer

The acquisition of Stock Options by transfer shall require approval by the Reorganized Company.

h) Reasons for acquisition of Stock Options by the Reorganized Company

Reasons for the acquisition of Stock Options by the Reorganized Company shall conform to those set out in (9) above.

(11) Treatment of units of less than one share to be issued when Stock Options are exercised

Units of less than one share shall be discarded from the total number of shares issued to the Option Holders at the time of exercise.