

April 22, 2021

To whom it may concern:

Company name: Mitsubishi Estate Co., Ltd.

Representative: Junichi Yoshida,

President and Chief Executive Officer

Securities code: 8802

Contact: Motohiro Sato,

General Manager of the

Corporate Communications Department

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# **Issue of New Shares as Stock Compensation**

Mitsubishi Estate Co., Ltd. (hereafter the "Company") hereby announces today that, pursuant to the delegation of authority approved by resolutions of the Board of Directors of the Company, the President and Chief Executive Officer of the Company decided to issue new shares as stock compensation.

#### 1. Overview of the Issuance

(1)	Payment Date	May 21, 2021
(2)	Class and Numbers of	150,390 shares of common stock of the Company
	Shares to be Issued	
(3)	Issue Price	1,798 yen per share
(4)	Total Issue Price	270,401,220 yen
(5)	Method of Offering or	Allotment of restricted stock
	Allotment	
(6)	Method of Performance	Monetary compensation receivables
	of Contribution	
(7)		16 Representative Corporate Executive Officers
	Allottees and Numbers of	88,734 shares
	Allottees and Shares	4 Corporate Executive Officers 13,988 shares
		13 Group Executive Officers 47,668 shares

### 2. Purpose and Reasons for the Issuance

The Company decided, at the Remuneration Committee meeting held today, to allot restricted shares to the Representative Corporate Executive Officers, the Corporate Executive Officers, and the Group Executive Officers (the "eligible officers") for the purpose of providing incentives for the eligible officers to sustainably increase the Company's enterprise value and further promote shared value between the eligible officers and shareholders. By considering contributions among the eligible offices in a comprehensive way, the Company also determined the payment amount of monetary compensation receivables to be provided to each eligible officer within an amount that are not

particularly favorable to the eligible officers. The President and Chief Executive Officer of the Company decided to grant restricted shares to the eligible officers by providing monetary compensation receivables.

Monetary compensation receivables are to be issued under the condition that an Allotment Agreement for Shares of Restricted Stock (the "Allotment Agreement") is concluded between the Company and the eligible officers.

## 3. Overview of the Allotment Agreement

### (1) Transfer Restriction Period

The eligible officers received restricted shares shall not transfer, create any interest on or otherwise dispose of restricted shares during the period from the payment due day to June 30, 2024 (the Transfer Restriction Period).

#### (2) Conditions for Releasing Transfer Restriction

In principle, the Company shall remove, as of the expiration of the relevant Transfer Restriction Period, transfer restrictions on all of the allotted shares of the eligible officers.

## (3) Grounds for the Acquisition without Consideration

In case of certain events applicable to the grounds for the acquisition without consideration prescribed in the Allotment Agreement, the Company will acquire the allotted shares without any considerations to those eligible officers.

#### (4) Management of Shares

The eligible officers are required to open accounts in order to keep records of restricted shares in a designated way at the designated Financial Instruments Business Operators as the Company specifies.

### 4. Basis of Calculation of the Payment Amount and Specific Details thereof

The issue price shall be 1,798 yen (rounded down to the nearest one (1) yen) which is the Closing Price at Tokyo Stock Exchange Group, Inc. on the business day immediately before the date on which the President and Chief Executive Officer made a decision on allotment of restricted shares (April 21, 2021). Since the Company's common stock has been listed already, the Company believes that the issue price reflects the Company's performance as well as circumstances of stock market demand under the situation which doesn't provide any specific reasons for the most recent stock price should not be considered; thus the most reasonable one without any arbitrariness.