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News Release Dated: November 6, 2013

To whom it may concern:

Company Name: ASKUL Corporation  
(Code No.: 2678, Tokyo Stock Exchange First Section)  
Representative: Shoichiro Iwata  
President and Chief Executive Officer  
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## Issuance of Performance-linked Stock Subscription Rights for Subscription (Stock Options with Charge)

ASKUL Corporation (hereinafter referred to as the "Company") hereby announces that the board of directors, in its meeting held on November 6, 2013, has resolved that the Company issue performance-linked stock subscription rights for subscription to directors, auditors and employees of the Company as well as of its subsidiaries pursuant to Articles 236, 238 and 240 of the Companies Act as stated below.

These stock subscription rights are issued without the approval of the general meeting of shareholders, as these are issued with charge at the price equivalent to the fair value of the stock subscription rights and therefore not particularly favorable for the individuals who subscribe to the stock subscription rights.

### I. Purpose and reasons for issuance of performance-linked stock subscription rights for subscription

Upon aiming to expand business performance and increase corporate value on a medium- to long-term basis through measures such as expansion of the B-to-C business, the stock subscription rights are issued with charge to make the ASKUL Group's employees have the same level of awareness of profitability as shareholders, to further strengthen the unity of the ASKUL Group by tying the compensation of the Group's employees to increases in shareholder value, and to further boost their motivation and willingness to enhance the operating performance of the Group and contribute to enhancement of corporate value.

The stock subscription rights can be exercised only when the Company's consolidated financial results meet the preassigned criteria as stipulated in "II Outline of the issuance of the stock subscription rights, 3. Feature of the stock subscription rights, (6) Conditions for exercising stock subscription rights."

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II. Outline of the issuance of the stock subscription rights

1. Number of stock subscription rights to be issued

5,400 units

The total number of shares to be issued upon exercise of the stock subscription rights shall be 540,000 shares in common stock of the Company. In the event it becomes necessary to adjust the number of shares to be issued upon exercise of the stock subscription rights in accordance with 3. (1) below, it shall be the number of shares to be issued upon exercise of the stock subscription rights after adjustment multiplied by the number of the stock subscription rights

2. Amount to be paid for stock subscription rights

Issue price of one stock subscription right shall be 3,300 yen. The said price is the same amount as the amount calculated by PLUTUS CONSULTING Co., Ltd., an independent evaluation organization, using Monte Carlo Simulation, a general model for calculating option price, and taking into account the Company's stock price information.

3. Feature of the stock subscription rights

(1) Class and number of shares underlying stock subscription rights

The class of shares underlying stock subscription rights shall be common stock of the Company, and the number of shares underlying one stock subscription right (hereinafter referred to as "Number of Underlying Shares") shall be 100.

If the Company, subsequent to the day on which stock subscription rights are allotted, effects a stock split (including, hereinafter, gratis allotment of its common stock) or reverse stock split of its common stock, the Number of Underlying Shares shall be adjusted using the following formula; provided, however, that such adjustment shall be made only for the number of shares underlying the unexercised stock subscription rights at that time, and that any fractional shares less than one share resulting from the adjustment shall be rounded down to the nearest whole number.

Number of Underlying Shares after adjustment

= Number of Underlying Shares before adjustment × Split or reverse split ratio

If, subsequent to the allotment date, the Company carries out a merger, company split, capital reduction, or similar events where it becomes necessary to adjust the Number of Underlying Shares, the Number of Underlying Shares shall be appropriately adjusted to the extent deemed reasonable.

(2) Amount of assets to be contributed upon exercise of stock subscription rights or calculation method

The amount of assets to be contributed upon exercise of stock subscription rights shall be determined by multiplying the amount to be paid for one share (hereinafter referred to as "Exercise Price") by the Number of Underlying Shares.

The Exercise Price shall be 2,983 yen.

If the Company, subsequent to the allotment date, effects a stock split or reverse stock split of

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its common stock, the Exercise Price shall be adjusted using the following formula. Any fraction less than one yen resulting from the calculation shall be rounded up to the nearest yen.

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

If the Company, subsequent to the allotment date, issues new shares of common stock or disposes of treasury stock at a price less than the market price of its common stock (except for issuance of new shares or disposal of treasury stock upon the exercise of stock subscription rights and transfer of treasury stock in an exchange of stock), the Exercise Price shall be adjusted using the formula shown below, with any fraction less than one yen resulting from the calculation rounded up to the nearest yen.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of shares outstanding} + \frac{\text{Number of new shares to be issued} \times \text{Amount to be paid per share}}{\text{Market price per share before issuance}}}{\text{Number of shares outstanding} + \text{Number of new shares to be issued}}$$

In the formula above, "Number of shares outstanding" shall be the number of shares of common stock already issued less the number of treasury stock of common stock held by the Company; and in the case of disposal of treasury stock of common stock, the phrase "Number of new shares to be issued" shall be read as "Number of treasury stock to be disposed of."

In addition to above, if, subsequent to the allotment date, the Company carries out a merger, company split, or other similar events that require adjustment of the Exercise Price, the Company may appropriately adjust the Exercise Price to the extent deemed reasonable.

(3) Period during which the stock subscription rights are exercisable

Period during which the stock subscription rights are exercisable (hereinafter referred to as the "Exercise Period") shall be from August 1, 2014 to December 19, 2020.

(4) Matters concerning the capital stock and capital reserve to be increased

i) In the event of issuance of shares upon exercise of stock subscription rights, an increase in capital stock shall be one-half of the maximum increase in capital stock, etc., calculated in accordance with Paragraph 1, Article 17 of the Company Calculation Rules. Any fraction less than one yen resulting from the calculation shall be rounded up to the nearest yen.

ii) In the event of issuance of shares upon exercise of stock subscription rights, an increase in capital reserve shall be equal to the maximum increase in capital stock, etc., referred to in i) above less the increase in capital stock stipulated in i) above.

(5) Restriction on the acquisition of stock subscription rights through transfer

Acquisition of stock subscription rights through transfer shall require an approval by the resolution of the Company's board of directors.

(6) Conditions for exercising stock subscription rights

i) A holder of the stock subscription rights may exercise the stock subscription rights only when EBITDA (refers to the amount derived by adding the Depreciation and amortization,

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Amortization of goodwill and Depreciation of software stated in the Consolidated Statements of Cash Flows to the Operating income stated in the Consolidated Statements of Income of the Company's annual securities report and the same shall apply hereinafter. If consolidated financial statements are not prepared, the statements referred to above shall be Statements of Cash Flows and Statements of Income, respectively.) for any of the fiscal years, starting from the year ending in May 2014 and ending with the year ending in May 2017, exceeds the amounts stated in (a) to (d) below. They may be exercised for the total of the predetermined percentages (hereinafter referred to as "the Exercisable Ratio") of the stock subscription rights allotted to the holder of the rights during the period starting from the first day of the month following the month in which the Company submits the annual securities report for the fiscal year in which the EBITDA meets the required level for the first time, to the end of the Exercise Period. Any fraction of less than one of the exercisable number of stock subscription rights shall be rounded down.

(a) When EBITDA exceeds 13.0 billion yen

Exercisable Ratio: 40%

(b) When EBITDA exceeds 14.5 billion yen

Exercisable Ratio: 20%

(c) When EBITDA exceeds 16.0 billion yen

Exercisable Ratio: 20%

(d) When EBITDA exceeds 27.5 billion yen

Exercisable Ratio: 20%

ii) In connection with the determination of EBITDA stipulated in i) above, in the event there is a significant change in the concepts of indicators used to calculate the EBITDA to be referred to, following any change in the applicable accounting standards etc., the Company shall have an appropriate indicator and figures to be referred to separately determined by the board of directors within the extent deemed reasonable.

iii) In the event of the death of a stock subscription right holder, the holder's heirs may exercise the holder's stock subscription rights. In that case, promptly after the commencement of the inheritance, all the heirs shall jointly notify the Company, in writing in a format prescribed by the Company, of the successors of the stock subscription rights (hereinafter referred to as "Successors") and their representative (hereinafter referred to as "Representative"). When the Successors wish to exercise the stock subscription rights, the Representative shall, on behalf of the Successors, do so after submitting a certified copy of removal from the family register, an inheritance division agreement, a letter of consent signed by all the heirs, and other documents prescribed by the Company.

iv) In case the total number of issued shares of the Company would exceed the total number of authorized shares at that time if stock subscription rights are exercised, then these stock subscription rights cannot be exercised.

v) Stock subscription right less than one unit cannot be exercised.

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4. Date of allocation of stock subscription rights

December 20, 2013

5. Matters concerning acquisition of stock subscription rights

- (1) The Company may, on the date separately specified by its board of directors, acquire gratis all the stock subscription rights as of that date in the event that the Company's general meeting of shareholders approves (in cases where a resolution at its general meeting of shareholders is not required, then a resolution by the Company's board of directors approves) a merger agreement under which the Company will be extinguished, a split agreement or split plan under which the Company will be the splitting company, or a share exchange agreement or share transfer plan under which the Company will become the wholly owned subsidiary.
- (2) The Company may acquire gratis all the stock subscription rights if a holder of the stock subscription rights becomes unable to exercise the stock subscription rights pursuant to the provisions set out in 3. (6) prior to exercising the stock subscription rights.

6. Handling of stock subscription rights upon corporate reorganization

In the event that the Company carries out a merger (limited to a case where the Company will be extinguished as a result of the merger), absorption-type company split, incorporation-type company split, share exchange, or share transfer (hereinafter collectively referred to as "Corporate Reorganization"), the stock subscription rights of a company that falls under any of Sub-Items (a) through (e) in Item 8, Paragraph 1, Article 236 of the Companies Act (hereinafter referred to as "Surviving Company") shall be granted to the holders of the stock subscription rights on the day when the Corporate Reorganization comes into effect, according to the conditions set out below; provided, however, that the foregoing shall apply only to cases where the granting of stock subscription rights of the Surviving Company according to the conditions set out below is stipulated in the absorption-type merger agreement, consolidation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan.

- (1) Number of stock subscription rights of the Surviving Company to be granted:  
The number shall be the same as the number of stock subscription rights each holder owns.
- (2) Class of shares underlying stock subscription rights of the Surviving Company:  
Common stock of the Surviving Company.
- (3) Number of shares underlying stock subscription rights of the Surviving Company:  
The number shall be determined in accordance with 3. (1) above, taking into account the terms and conditions of the Corporate Reorganization.
- (4) Amount of assets to be contributed upon exercise of stock subscription rights:  
The amount of assets to be contributed upon exercise of each stock subscription right to be issued shall be determined by multiplying the number of shares underlying stock subscription rights of the Surviving Company calculated according to 6. (3) above, by the post-corporate

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reorganization Exercise Price obtained through the adjustment of Exercise Price computed in 3. (2) above, taking into account the terms and conditions of the Corporate Reorganization.

(5) Period during which stock subscription rights are exercisable:

The period shall commence either on the first day of the exercise period stipulated in 3. (3) above or on the day on which the Corporate Reorganization comes into effect, whichever comes later, and shall end on the last date of the Exercise Period stipulated in 3. (3) above.

(6) Matters concerning increases in capital stock and capital reserve in the event of issuance of shares upon exercise of stock subscription rights:

These matters shall be determined in accordance with 3. (4) above.

(7) Restriction on the acquisition of stock subscription rights through transfer:

Restriction on the acquisition of stock subscription rights through transfer shall require a resolution of the board of directors of the Surviving Company approving such restriction.

(8) Other conditions for exercising stock subscription rights:

These shall be determined in accordance with 3. (6) above.

(9) Reasons and conditions for acquisition of stock subscription rights:

These shall be determined in accordance with 5. above.

(10) Other conditions shall be determined in accordance with the conditions of the Surviving Company.

7. Treatment of fractional shares resulting from the exercise of stock subscription rights

If any fractional share less than one share exists in relation to the number of shares to be issued upon exercise of stock subscription rights, it shall be rounded down to the nearest whole number.

8. Matters regarding stock subscription right certificates representing the rights

The Company will not issue stock subscription right certificates representing such rights.

9. Due date for payment in exchange for the stock subscription rights

January 10, 2014

10. Subscription period

From November 14, 2013 to December 6, 2013

11. People eligible for allotment of stock subscription rights, and their number

Some 5,400 subscription rights to be allotted to 884 directors, auditors and employees of the Company and of its subsidiaries.

The aforementioned number of people eligible for allotment is the estimated number as of this announcement and may change in the future. Also, the number of subscription rights mentioned above is the maximum issuable and may decrease depending on the number of subscriptions, etc.