



May 16, 2018

To whom it may concern:

Oriental Land Co., Ltd.
(TSE Code 4661, 1st Section)

Introduction of a Restricted Stock Compensation Plan

URAYASU, CHIBA—Oriental Land Co., Ltd. (the “Company”) announces that its board of directors (the “Board of Directors”), at the meeting held on May 16, 2018, reviewed the current compensation plan for directors and resolved to introduce the following restricted stock compensation plan (the “Plan”) for the directors of the Company (excluding outside directors) (the “Eligible Directors”). The Board of Directors also resolved to submit a proposal to the 58th annual meeting of shareholders (the “Shareholders Meeting”), scheduled to be held on June 28, 2018, to seek approval for the monetary claim payable to the Eligible Directors by the Company which is to be equivalent to the amount paid in for the restricted stock to be allocated for the Plan (restricted stock as defined in Article 84-1 of the enforcement regulations for the Income Tax Law and Article 54-1 of the Corporation Tax Law; same hereinafter). Moreover, in addition to the Eligible Directors, a tentative decision has been made to pay a compensation equivalent to the amount in the Plan described above to corporate officers that do not concurrently hold a position as a director.

1. Purpose for introduction of the Plan

The purpose of the Plan is to provide incentive to the Eligible Directors and corporate officers (collectively, the “Eligible Executives”) to continually improve the corporate value of the Company and to further promote shared valued between the Eligible Executives and our shareholders.

2. Summary of the Plan

(1) Class and total number of restricted stock to be issued/disposed of for the Eligible Executives

The restricted stocks to be issued or disposed of for the Eligible Executives under the Plan will be common stocks of the Company, the number of which is to be determined by the Board of Directors. However, the total number of common stocks to be issued or disposed of for the Eligible Executives under the Plan shall not exceed 10,000 shares* annually (within one year from the date of the shareholders meeting).

Note: The total number of shares may be adjusted to a reasonable extent to reflect a stock split or reverse stock split that takes effect on or after the date of approval at the Shareholders Meeting, or other actions that could impact the per-share value of the stock after taking into account factors such as the split or reverse split ratio.

(2) Amount to be paid in for the restricted shares

The amount to be paid in per common share, to be issued or disposed of as restricted stock, shall be determined by the Board of Directors but shall be within a range that does not afford a particular advantage to the Eligible Executives. The amount shall be based on the closing price of the common stock on the Tokyo Stock Exchange on the business day immediately prior to the date of the resolution passed by the Board of Directors (if no transactions were successfully made on that date, then the transaction day immediately prior thereto).

(3) Grant and in-kind contribution of monetary claim

The Company shall pay Eligible Executives monetary claim equivalent to the amount paid in to the

common stock to be issued or disposed of as restricted stock. The Eligible Executives shall receive common shares granted by the Company in lieu of payment in kind for all the monetary claims.

(4) Agreement for allocation of restricted stock

In accordance with the Plan, when issuing or disposing of common shares, the Company and the Eligible Executives shall enter into an agreement for the allocation of restricted stock, which includes the following terms:

- i. For a certain period of time, the Eligible Executives may not transfer, use as collateral, or otherwise dispose of the common shares issued or disposed of in accordance with the Plan; and
- ii. Under certain circumstance, the Company may acquire at no cost all or a portion of the common shares.

3. Submission of proposal to the Shareholders Meeting

The Plan shall be put forth before the Shareholders Meeting as it is necessary to receive approval for the payment of monetary claim that is equivalent to the paid-in amount for the common shares to be issued or disposed of as restricted stock. The issuance or disposal of common shares is subject to the approval of the shareholders.

In specific, at the 39th shareholders meeting held on June 29, 1999, we received approval, to date, for a monthly compensation of no more than ¥80 million (not including the employee salary portion received by those directors with dual accountability to employee and director functions). At the Shareholders Meeting, we will request a separate limit for compensation with an annual ceiling of ¥100 million. We plan to ask the shareholders to approve the payment of compensation to newly grant common shares for the Plan.

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