

January 30, 2023

FOR IMMEDIATE RELEASE

Oriental Land Co., Ltd.
Representative Director and President: Kenji Yoshida
Stock Code: 4661 (Prime Market of TSE)

Announcement Concerning Introduction of a Stock Provision Trust (J-ESOP) and Disposition of Treasury Stock Through Third-party Allotment

URAYASU, CHIBA—Oriental Land Co., Ltd. (hereinafter referred to as the “Company”) has resolved at the Board of Directors meeting on January 30, 2023, to introduce a stock provision trust (J-ESOP), an incentive plan that provides Company shares to management-level employees of the Company and executives and management-level employees of group companies (hereinafter collectively referred to as “Members of Management”) (the plan is hereinafter referred to as the “Plan” and the trust established in relation to the Plan based on a trust agreement entered into with Mizuho Trust & Banking Co., Ltd. is referred to as the “Trust”).

The Company also announces as follows that it has resolved to dispose of its treasury stock through a third-party allotment (hereinafter referred to as the “Disposition of Treasury Stock”) following the introduction of the Plan.

<Introduction of the Plan>

1. Background to the introduction

The Oriental Land Group (hereinafter referred to as “the Group”) announced its Goal for 2030 in April 2022 with the aim of creating “Happiness” on an ongoing basis as the value provided by the Group in its effort to contribute to a sustainable society and achieve its own long-term sustainable growth. Under the Goal for 2030, the Group designates “employee happiness” as one of its ESG areas of materiality. Accordingly, it is implementing various measures intended to enhance job satisfaction and create a comfortable workplace for employees.

The Group has decided to introduce the Plan to provide incentives to Members of Management, who are heading the execution of its Goals for 2030 and 2024 Medium-term Plan, to lead the way in improving the corporate value of the entire Group on a long-term continuous basis, thereby encouraging them to take a greater part in managing the Group as its senior management team, and to further share value with shareholders.

The Company has also introduced a stock-based compensation plan for its directors (excluding external directors) and corporate officers for the same purpose as the Plan.

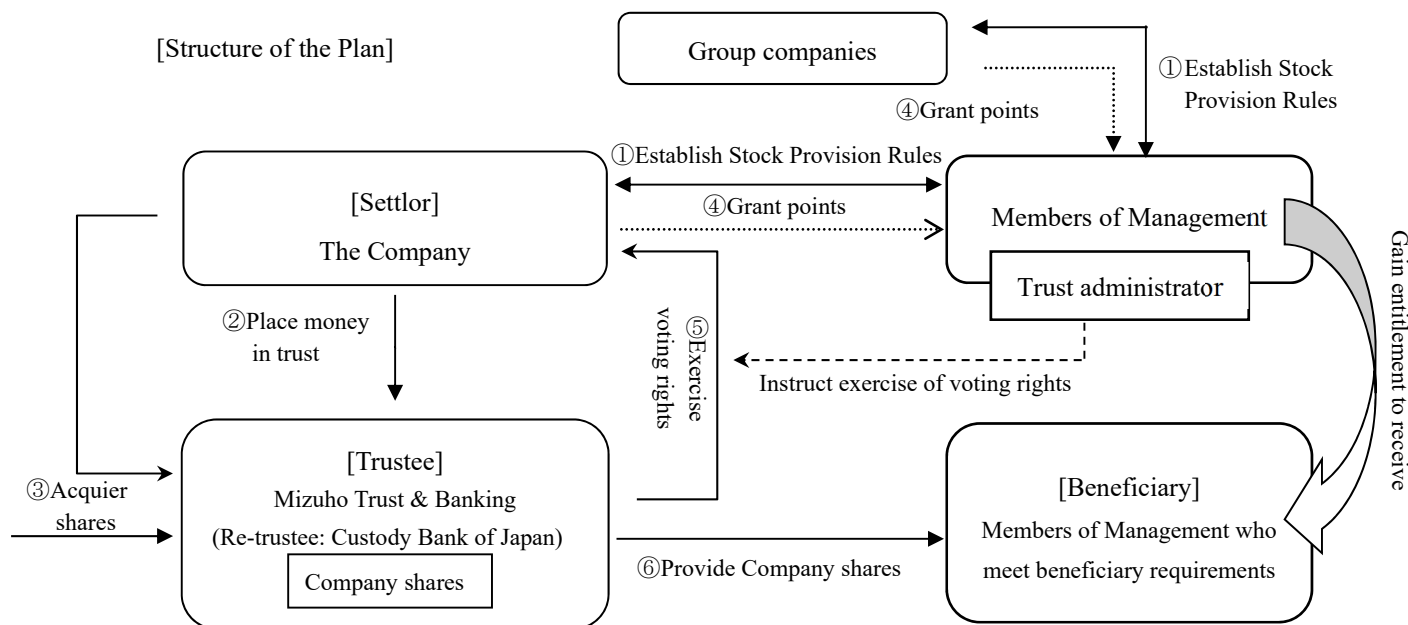
2. Outline of the Plan

The Plan is a trust scheme based on the ESOP (Employee Stock Ownership Plan) model used in the United States and is designed to provide Company shares to Members of Management who meet certain requirements in accordance with the Stock Provision Rules predetermined by the Company and group companies.

The Company and group companies grant points to Members of Management according to their job rank, etc., and provide Company shares equivalent to the amount of points granted when the Members of Management

become entitled to receive the stock based on certain conditions. Company shares to be provided to Members of Management, including those to be provided in the future, will be acquired with money that will have been held in a trust in advance and will be managed separately as trust assets.

The introduction of the Plan is expected to increase the interest of Members of Management in improving the Group's corporate value on a long-term continuous basis and in further sharing value with shareholders, contributing to greater motivation in their work.



- ① The Company and group companies establish Stock Provision Rules upon introducing the Plan.
- ② The Company places money in trust (third-party-benefit trust) with Mizuho Trust & Banking (re-trustee: Custody Bank of Japan) to acquire in advance the shares to be provided to Members of Management in the future in accordance with the Stock Provision Rules.
- ③ The Trust acquires Company shares using money held in trust in ② as the source of funds via an exchange market or by way of subscribing to a disposition of the Company's treasury stock.
- ④ The Company and group companies grant points to Members of Management based on the Stock Provision Rules.
- ⑤ The Trust exercises voting rights in accordance with the instructions of the trust administrator.
- ⑥ The Trust provides Company shares for those Members of Management who meet beneficiary requirements set forth in the Stock Provision Rules (hereinafter referred to as the "Beneficiary" or "Beneficiaries") according to the number of points granted to said Beneficiaries.

3. Outline of the Trust

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| (1) Name: | Stock provision trust (J-ESOP) |
| (2) Settlor: | The Company |
| (3) Trustee: | Mizuho Trust & Banking Co., Ltd.
(Re-trustee: Custody Bank of Japan, Ltd.) |
| (4) Beneficiaries: | Members of Management who meet beneficiary requirements set forth in the Stock Provision Rules |
| (5) Trust administrator: | Selected from the Company's employees (management level) |
| (6) Type of trust: | Money held in trust other than a money trust (third-party-benefit trust) |

- (7) Purpose of trust: To provide Company shares, which are the trust assets, to beneficiaries in accordance with the Stock Provision Rules
- (8) Contract date of the Trust: February 20, 2023 (provisional)
- (9) Date of placing money in trust: February 20, 2023 (provisional)
- (10) Trust period: From February 20, 2023 (provisional) to the day of termination of the trust (No specific termination date will be determined; the trust will continue as long as the Plan continues.)

<Disposition of Treasury Stock>

4. Outline of the disposition

(1)	Date of disposition	Monday, February 20, 2023
(2)	Class and number of shares for disposition	32,760 shares of common stock
(3)	Disposition price	¥21,040 per share
(4)	Total disposition value	¥689,270,400
(5)	Planned allottee	Custody Bank of Japan, Ltd. (Trust Account E)
(6)	Other	The Disposition of Treasury Stock is subject to the effectiveness of securities registration statements filed under the Financial Instruments and Exchange Act.

5. Purpose and reason for the disposition

The Disposition of Treasury Stock involves the disposition of treasury stock through a third-party allotment to Trust Account E established with the Custody Bank of Japan, Ltd. (a re-trustee receiving a re-trust from Mizuho Trust & Banking Co., Ltd., the trustee of the Trust) in order to hold and dispose of Company shares upon administering the Plan.

The disposition quantity is equivalent to the number of shares expected to be provided to Members of Management during the trust period in accordance with the Stock Provision Rules (for three fiscal years from the fiscal year ending March 31, 2023 to the fiscal year ending March 31, 2025), which is 0.01% of 363,690,160 shares, the total number of shares outstanding as of September 30, 2022 (or 0.01% of 3,277,043 voting rights, the total number of voting rights as of September 30, 2022) (both percentages have been rounded off to two decimal places).

6. Basis of calculation of disposition price and its details

The disposition price has been set at ¥21,040, the closing price of the Company's common stock on the Tokyo Stock Exchange, Inc. on the trading day immediately preceding the date of the resolution of the Board of Directors concerning the Disposition of Treasury Stock.

The decision to use the closing price of the trading day immediately preceding the date of the resolution of the Board of Directors was based on the judgment that it is a reasonable representation of the Company's appropriate corporate value in the stock market.

The disposition price of ¥21,040 per share corresponds to the average closing price of ¥19,600 (rounded down to the nearest yen) for the one-month period that precedes the trading day immediately preceding the date of the resolution of the Board of Directors multiplied by 107.35%, the average closing price of ¥19,545 (rounded down

to the nearest yen) for the three-month period that precedes the above day multiplied by 107.65%, and the average closing price of ¥19,838 (rounded down to the nearest yen) for the six-month period that precedes the above day multiplied by 106.06%. In consideration of the above, we have deemed the disposition price for the Disposition of Treasury Stock to be reasonable and not particularly advantageous.

Four corporate auditors (of whom three are external corporate auditors) who attended the Board of Directors' meeting have expressed their opinion that the process by which the Company judged that the above disposition price does not represent a particularly advantageous price is rational and that the judgment is legal.

7. Matters concerning procedures under the Code of Conduct

The Disposition of Treasury Stock does not require procedures to obtain an independent, unbiased third-party opinion or to confirm shareholder intent as set forth in Article 432 of the Tokyo Stock Exchange Securities Listing Regulations because: (i) it will result in a dilution of less than 25%, and (ii) there will be no changes to controlling shareholders.

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