

*October 12, 2018*

**Notice Concerning Introduction of  
Trust-type Employee Stock Ownership Plan (ESOP)**

create restaurants holdings inc. announces that at the board of directors meeting held on October 12, 2018, the Company has resolved to introduce the "Trust-type ESOP (Employee Stock Ownership Plan)" (hereinafter referred to as the "System") as an incentive plan for employees of the Company and its group companies. Details are as follows.

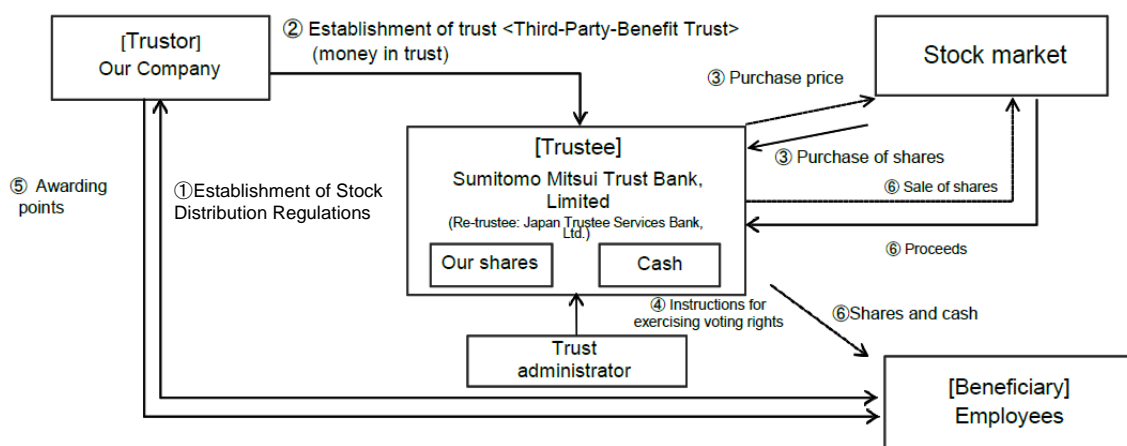
1. Purpose of Introducing the System

With the aim of increasing the corporate value over the medium to long term, the Company will introduce the System as an incentive plan for employees of the Company and its group companies to expand the benefit system, to foster a sense of belonging to the Company, and to raise awareness for its business performance and stock prices.

2. Overview of the System

In the System, the Company creates a trust (the "Trust") into which it pays defined monetary contributions, and which then uses them as source funds to acquire the Company's common stock. This is an incentive plan whereby the common stock is granted, via the Trust, to employees who meet certain points-based criteria. In accordance with the Stock Distribution Regulations prescribed by the Company and its group companies, points are awarded corresponding to the number of years of continuous service and others criteria, and the number of shares granted to an employee is determined by the number of points. The funds the Trust uses to acquire the stock derive entirely from the defined contributions, and none from the employees. The introduction of this system enables employees to benefit economically from increases in the share price, and with that in mind it stimulates work performance, enhances employees' labor diligence, and contributes to retention of human resources.

## <Outline of the System>



- ① The Company and its group companies to establish Stock Distribution Regulations for employees.
- ② The Company to establish a stock delivery trust (Third-party-benefit trust) with employees as the beneficiary (this trust), and the Company entrust the trustee with an amount equivalent to the funds to acquire shares.
- ③ The Trustee will acquire a significant amount of the shares in a lump sum that is expected to be delivered in the future. (Acquisition from the exchange market (including off-market transactions))
- ④ The Trust Administrator (who shall be independent of the Company and its officers) shall be appointed to protect the interests of beneficiaries subject to the Stock Distribution Regulations throughout the trust period and to supervise the trustee. With respect to the Company's shares in the trust, the trust administrator shall give instructions to the trustee on the exercise of voting rights.
- ⑤ The Company award points to employees based on the Stock Distribution Regulations.
- ⑥ Employees who meet the requirements set forth in the Stock Distribution Regulations and the Trust Agreement, as beneficiaries of the Trust, receive from the Trustee the delivery of its shares in accordance with the points granted. In addition, if certain circumstances stipulated in the Stock Distribution Regulations and the Trust Agreement are met in advance, a portion of its shares to be delivered will be sold on the exchange market and cash will be delivered.

Sumitomo Mitsui Trust Bank, Limited, which is the trustee under this system, will entrust the trust assets to Japan Trustee Services Bank, Ltd. (re-entrusted).

### 3. About the Trust

- ① Name: Trust-type Employee Stock Ownership Plan (ESOP)
- ② Trustor: create restaurants holdings inc.
- ③ Trustee: Sumitomo Mitsui Trust Bank, Limited  
(Re-Trustee: Japan Trustee Services Bank, Ltd.)
- ④ Beneficiary: Those employees who meet the beneficiary criteria prescribed in Stock Distribution Regulations
- ⑤ Trust Administrator: An uninterested third party to be selected by the Company and its officers
- ⑥ Exercise of voting rights: For shares in the Trust, the Trust Administrator gives instructions on exercising voting rights.
- ⑦ Type of trust: Money trust other than cash trusts (Third-party-benefit trust)
- ⑧ Date of conclusion of trust agreement: October 23, 2018
- ⑨ Date on which funds are entrusted: October 23, 2018
- ⑩ Period of trust: October 23, 2018 to the end of October, 2028 (planned)
- ⑪ Purpose of the trust: Delivering the Company's shares to the beneficiaries in accordance with the Stock Distribution Regulations

### 4. Details of the acquisition of the Company's shares in the Trust

- ① Type of shares to be acquired: Common shares of the Company
- ② Total number of shares to be acquired: 1,000,000 shares
- ③ Date of acquisition: October 23, 2018
- ④ Acquisition method of shares: Acquisition from trading on the exchange market (including off-floor trading)