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For Immediate Release

MACROMILL, INC.
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Announcing Issuance of Share Options for Subscription (Stock Options)

MACROMILL, INC. (hereinafter referred to as “the Company”) announces that, at its extraordinary Board of Directors’ meeting held on September 3, 2010, the Company resolved to issue share options (stock options) to directors and employees of the Company pursuant to the provisions of Article 236, Article 238 and Article 240 of the Companies Act of Japan. The share options will be issued without approval of a general meeting of shareholders, as these are issued with charge at their fair value and without especially favorable terms, to individuals who subscribe for the share options.

1. Purpose of/reason for solicitation of subscribers for share options

The Company will issue share options with charge to directors and employees of the Company to further encourage and motivate them to strive for improvement in the Group’s performance and enhancement of corporate value in the medium-to-long term and to further strengthen the Group’s unity. As stipulated in “4. Features of the share options, (6) Conditions for the exercise of the share options,” the share options obligate directors and employees of the Company who are granted the share options to exercise the share options at the exercise price no later than the expiration date of the exercise period of the share options in the event that the Company’s stock price drops to a certain level calculated based on the exercise price, making grantees assume a certain degree of responsibility for decline in the stock price.

2. Number of share options

One thousand (1,000) units (Directors of the Company: 525 units, employees of the Company: 475 units)

3. Payment in exchange for share option

The amount to be paid in exchange for the share option shall be 634 yen per one (1) share option. Such amount was determined with reference to the value calculated using a Monte Carlo simulation by independent consulting firm Plutus Consulting LLC based on the Company’s share price information and other data.

4. Features of the share options

(1) Class and number of shares to be issued or transferred upon exercise of the share options

(i) Class and maximum number of shares to be issued or transferred upon exercise of the share options

One thousand (1,000) shares of the common stock of the Company

In the event the Company conducts a stock split or a consolidation of shares, the number of shares to be issued or transferred upon exercise of the share options shall be adjusted using the following formula.

Number of shares after adjustment = Number of shares before adjustment x ratio of stock split or stock consolidation

Further to the foregoing, in the event the Company merges with another company or splits or in any other event equivalent to the foregoing in which it is appropriate to adjust the number of shares to be issued or transferred upon exercise of the share options, the Company may adjust the number of shares as appropriate and to the extent reasonable.

Such adjustment shall be made only to the number of shares to be exercised or transferred upon exercise of those share options that have not yet been exercised or cancelled at the time of the adjustment, and any amount less than one share arising from the adjustment shall be rounded down.

(ii) Number of shares to be issued or transferred upon exercise of each share option

The number of shares to be issued or transferred upon exercise of each share option shall be one (i) share, provided, however, that in the event the Company adjusts the maximum number of shares to be issued or transferred upon exercise of the share options provided for in (i) above, the number of shares to be issued or transferred upon exercise of each share option shall be similarly adjusted.

(2) Amount of assets to be contributed upon exercise of the share options and calculation method

The amount of assets to be contributed upon exercise of the share options shall be an amount obtained by multiplying the amount paid per share hereafter defined (hereinafter referred to as “the exercise price”) by the number of shares to be issued or transferred upon exercise of each share option defined in (1) (ii) above.

The exercise price shall be 133,100 yen.

The exercise price was determined with reference to the closing price of the Company’s common stock on the Tokyo Stock Exchange (hereinafter referred to as “the TSE”) on the day preceding the date of the resolution of the Board of Directors meeting concerning the issuance of the share options.

In the event the Company conducts a stock split or a consolidation of shares, the exercise price shall be adjusted using the following formula.

Exercise price after adjustment = Exercise price before adjustment × 1/ Split or reverse split ratio.

In the event the Company newly issues shares of common stock or disposes of its treasury shares of common stock at a price below the current market price (excluding assignment of treasury shares upon exercise of share options and transfer of shares as a result of stock exchange), the exercise price shall be adjusted using the following formula.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\text{No. of shares issued} + \frac{\text{No. of shares to be newly issued} \times \text{Amount to be paid per share}}{\text{Market value per share}}}{\text{No. of shares issued} + \text{No. of shares to be newly issued}}$$

The “number of shares already issued” provided in the above formula is derived by deducting the number of treasury shares of common stock of the Company from the total number of issued shares of common stock of the Company. In the event the Company disposes of its treasury shares of common stock, the number of shares newly issued shall be replaced by the “number of treasury shares to be disposed of”.

Also, in the event the Company merges with another company or splits or in any other event equivalent to the foregoing in which it is appropriate to adjust the exercise price, the Company may adjust the exercise price as appropriate and to the extent reasonable.

Further to the foregoing, in the event the condition described in (6) (iv) hereinafter is satisfied, the Company shall adjust the exercise price using the following formula.

Exercise price after adjustment = Exercise price before adjustment x 0.85

Such adjustment shall be made only to the exercise price of those share options that have not yet been exercised or cancelled at the time of the adjustment, and any amount less than one yen arising from the adjustment shall be rounded up.

- (3) Period during which the share options are exercisable (hereinafter referred to as “the exercise period”)

From September 22, 2010 to September 2, 2017

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

(i) The amount of capital to be increased due to the issuance of shares upon exercise of the share options shall be one half (1/2) of the maximum amount of increases of the capital, etc. to be calculated according to Article 17 of the Corporate Accounting Regulations, with any amount less than one yen arising from such calculation to be rounded up.

(ii) The amount of capital reserve to be increased due to the issuance of shares upon exercise of the share options shall be the amount obtained by deducting the amount of capital to be increased set forth in (i) above, from the maximum amount of increases of the capital, etc. set forth in (i) above.

- (5) Restriction on the acquisition of the share options through assignment

Any acquisition of the Stock Acquisition Rights through assignment shall require the approval by resolution of the Board of Directors of the Company.

- (6) Conditions for the exercise of the share options

(i) Inherited share options may not be exercised.

(ii) The individual granted the share options (hereinafter referred to as “the Grantee”) must be an officer or employee of the Company at the time the right is exercised, provided, however, that this shall not apply in the event the Board of Directors deems there to be justifiable grounds.

(iii) In the event the share option agreement entered into between the Company and the Grantee is breached, the share options will become unexercisable.

(iv) In the event the closing price of the Company’s common stock in ordinary trading on the TSE falls below 40% of the exercise price in the period between the allotment date and the expiration date of the exercise period of the share options, even if only temporarily, the Grantee must exercise all outstanding share options by the end of exercise period, provided, however, that this shall not apply in the following cases.

(a) In the event information disclosed by the Company is found to contain material misstatements.

(b) In the event the Company is found to have failed to disclose material facts that must be disclosed in accordance with laws and regulations or the regulations of the TSE.

(c) In the event the Company is delisted, goes bankrupt or there is any other major change in the facts assumed as of the issue date of the share options.

(d) In the event the Company has engaged in any other activity objectively deemed to have caused the Grantee to lose trust in the Company.

- (7) Conditions for acquisition of the share options by the Company

(i) The Company may acquire all the share options without compensation upon arrival of the day separately prescribed by the Board of Directors of the Company in the event an agenda for approval of a merger agreement, under which the Company shall be defunct, an agenda for approval of a share exchange agreement or a share transfer plan, under which the Company shall be a wholly-owned subsidiary, or an agenda for approval of an absorption-type company split agreement or an incorporation-type company split plan, under which the Company shall be split is approved at a general meeting of shareholders of the Company (or, if approval of a general meeting of shareholders is not required, is resolved at the Board of Directors of the Company).

(ii) The Company may acquire the share options without compensation upon arrival of the day separately prescribed by the Board of Directors of the Company in the event the Grantee comes to be unable to exercise the share options in accordance with 3. (6) above.

- (iii) The Company may acquire the share options without compensation upon arrival of the day separately prescribed by the Board of Directors of the Company in the event the Grantee applied to renounce the share options.

(8) Treatment of the share options upon the acts of structural reorganization

In the event the Company conducts a merger (limited to the case where the Company is to be extinguished as a result of the merger), an absorption-type company split, an incorporation-type company split, a share exchange or a share transfer (hereinafter collectively referred to as “the acts of structural reorganization”), share options of the companies listed in (a) to (e) of Article 236, Paragraph 1, Item 8 of the Companies Act of Japan (hereinafter referred to as “the reorganizing company”) shall be delivered, in each of the above cases, to the grantees of the share options for subscription on the effective date of the relevant acts of structural reorganization according to the following conditions, provided, however, that delivery of the share options of the reorganizing company in accordance with the following conditions is stipulated in an incorporation-type merger agreement, an absorption-type company split agreement, an incorporation-type company split plan, a stock exchange agreement or a stock transfer plan.

- (i) Number of share options of the reorganizing company to be delivered
The same number of share options as the number of share options held by the Grantee shall be delivered respectively.
- (ii) Class of shares of the reorganizing company to be issued or transferred upon exercise of the share options
Shares of common stock of the reorganizing company
- (iii) Number of shares of the reorganizing company to be issued or transferred upon exercise of the share options
Determined in accordance with 4. (1) above based on the consideration of conditions for the acts of structural reorganization, etc.
- (iv) Amount of assets to be contributed upon exercise of the share options
Amount calculated by multiplying the exercise price after reorganization obtained by adjusting the exercise price determined in accordance with 4. (2) above based on the consideration of conditions for the acts of structural reorganization, etc. by the number of shares of the reorganizing company to be issued or transferred upon exercise of the relevant share options determined in accordance with (iii) above.
- (v) Period during which the share options are exercisable
From commencing date of the exercise period stipulated in 4. (3) above, or the effective date of the acts of structural reorganization, whichever is later, to expiry date of the exercise period stipulated in 4. (3) above.
- (vi) Matters concerning the capital and capital reserve to be increased when shares are issued upon exercise of share options
Determined in accordance with 4. (4) above.
- (vii) Restriction on acquisition of share options through assignment
Approval by a resolution of the Board of Directors of the reorganizing company shall be required.
- (viii) Other conditions for exercise of share options
Determined in accordance with 4. (6) above.
- (ix) Grounds and conditions for acquisition of share options
Determined in accordance with 4. (7) above.
- (x) Other conditions shall be determined in accordance with the conditions of the reorganizing company.

(9) Matters concerning certificates of the share options

The Company shall not issue certificates representing the share options.

5. Allotment date of the share options

September 21, 2010

6. Due date of payment in exchange for the share options
September 21, 2010