

# Share Handling Regulations

## Chapter 1 General Provisions

(Purpose)

**Article 1** Matters concerning the handling of the Company's shares and stock options, as well as fees and procedures for exercising shareholders' rights, shall be governed by these Regulations, pursuant to the provisions of Article 13 of the Articles of Incorporation, as well as by the rules of the Japan Securities Depository Center, Inc. (hereinafter referred to as "JASDEC"), which is a book-entry transfer institution under the Act on Book Entry of Corporate Bonds and Shares (hereinafter referred to as the "Book-Entry Transfer Act"), and securities companies and trust banks, etc. which are account management institutions under the said Act (hereinafter referred to as "Securities Company, etc.").

2. The handling of accounts (hereinafter referred to as "Special Accounts") opened by the Company for the purpose of conducting book-entry transfer of shares for shareholders and registered pledgees of shares (hereinafter referred to as "Shareholder(s), etc.") pursuant to laws and regulations and the agreement executed between the Company and the trust bank designated by the Company, as well as fees and procedures for exercising shareholders' rights, etc., shall be governed by the provisions of these Regulations as well as rules established by the trust bank concerned.

(Shareholder Register Administrator)

**Article 2** The Shareholder Register Administrator and its business office shall be as follows:

Shareholder Register Administrator

1-4-5, Marunouchi, Chiyoda-ku, Tokyo

Mitsubishi UFJ Trust and Banking Corporation

Business Office of Shareholder Register Administrator

1-4-5, Marunouchi, Chiyoda-ku, Tokyo

Mitsubishi UFJ Trust and Banking Corporation, Corporate Agency Division

(Application or Notification)

**Article 3** Any application or notification under these Regulations shall be made in the form prescribed by the Company. However, this shall not apply to an application or notification made through the Securities Company, etc. and JASDEC, and in cases set forth in Article 23, Paragraph 1.

2. If any application or notification in the preceding paragraph is made through a proxy, a document evidencing such proxy's authority shall be submitted. In addition, if the consent of a curator or an assistant is required for such application or notification, a document evidencing such consent shall be submitted.
3. If any application or notification in Paragraph 1 is made through the Securities Company, etc. and JASDEC or through the Securities Company, etc., the Company may deem such application or notification to have been made by the Shareholders, etc. and handle it accordingly.
4. The Company may request the person who made the application or notification in Paragraph 1 to submit documentation evidencing that such person is a Shareholder, etc. or proxy.
5. If the Company requests the submission of the documentation set forth in the preceding paragraph, the Company will not accept the application or notification in Paragraph 1 unless such documentation is submitted.

## **Chapter 2 Entry and Recording in the Shareholder Register, etc.**

(Entry and Recording in the Shareholder Register)

**Article 4** The Company shall make changes to the matters stated in the shareholder register based on a notice from JASDEC, including a notice to all shareholders prescribed in Article 151 of the Book-Entry Transfer Act (except for an individual shareholder notice prescribed in Article 154, Paragraph 3 of the Book-Entry Transfer Act).

2 In addition to the preceding paragraph, when new shares are issued or when otherwise provided by laws and regulations, the Company shall make changes to the shareholder register without a notice from JASDEC.

(Characters, etc. Used in Shareholder Register)

**Article 5** The Company shall use the characters and symbols specified by JASDEC to make entries or records in the shareholder register.

(Entry and Recording in the Share Option Register, etc.)

**Article 6** Any application for entry or recording in the share option register, any application for registration, transfer, or deletion of pledge rights on share options, or any application for indication or deletion of trust property in the share option register shall be made to the Shareholder Register Administrator.

2. In addition to the preceding paragraph, the handling of share options may be

separately prescribed.

### **Chapter 3 Notifications**

(Notification of Address and Personal Name or Entity Name of Shareholders, etc.)

**Article 7** Shareholders, etc. shall notify the Company of their addresses and personal names or entity names. The same shall apply when there is any change thereto.

2. The notifications under the preceding paragraph shall be made through the Securities Company, etc. and JASDEC. However, this shall not apply in the cases set forth in Article 4, Paragraph 2.

(Notification for Shareholders Who are Foreign Residents)

**Article 8** Any Shareholders, etc. who reside in a foreign country shall appoint a standing proxy in Japan or designate a location for receiving notifications in Japan and shall provide notification of the address and personal name or entity name of such standing proxy or the location for receiving notifications. The same shall apply when there is any change to or termination of the above.

2. The notifications under the preceding paragraph shall be made through the Securities Company, etc. and JASDEC. However, this shall not apply in the cases set forth in Article 4, Paragraph 2.

(Representative of a Corporate Shareholder)

**Article 9** If a Shareholder, etc. is a corporation, notification of the personal name and official title of one corporate representative shall be provided. The same shall apply when there is any change thereto.

2. The notifications under the preceding paragraph shall be made through the Securities Company, etc. and JASDEC. However, this shall not apply in the cases set forth in Article 4, Paragraph 2.

(Representative of Joint Shareholders)

**Article 10** Shareholders who jointly hold shares shall designate one representative of the joint shareholders and provide notification of the address and personal name or entity name of the representative. The same shall apply when there is any change thereto.

2. The notifications under the preceding paragraph shall be made through the Securities Company, etc. and JASDEC. However, this shall not apply in the cases set forth in Article 4, Paragraph 2.

(Statutory Representative)

**Article 11** A statutory representative of a shareholder, such as a person having parental rights with respect to the shareholder or a guardian of the shareholder, shall provide notification of their address and personal name or entity name. The same shall apply when there is any change thereto.

2. The notifications under the preceding paragraph shall be made through the Securities Company, etc. and JASDEC. However, this shall not apply in the cases set forth in Article 4, Paragraph 2.

(Other Notifications)

**Article 12** In addition to the notifications stipulated in the provisions from Article 7 to the preceding article, any notification to the Company shall be made through the Securities Company, etc. and JASDEC or through the Securities Company, etc., unless the Company has specified a separate method for notification. However, this shall not apply in the cases set forth in Article 4, Paragraph 2.

2. Notifications that cannot be accepted or transmitted by the Securities Company, etc. shall be made to the Shareholder Register Administrator.

(Notification Items, etc. of Share Option Holders)

**Article 13** The provisions from Article 7 to the preceding article shall apply *mutatis mutandis* to the notification items for persons entered or recorded in the Company's share option register, and to the notification methods thereof. However, unless otherwise specified in Article 6, Paragraph 2, the recipient of notifications shall be the Shareholder Register Administrator.

## **Chapter 4 Purchase by the Company of Shares Less than One Unit**

(Method of Making Requests for Purchase)

**Article 14** A request for the Company to purchase shares less than one unit shall be made through the Securities Company, etc. and JASDEC, in accordance with the rules established by JASDEC.

(Determination of Purchase Price)

**Article 15** The purchase price per share for shares less than one unit shall be the closing

price on a market established by the Tokyo Stock Exchange, on the date on which the request in the preceding article arrives at the Shareholder Register Administrator's business office set forth in Article 2. However, if no sales transaction is executed on that day, the price shall be the price at which the first sales transaction is executed after that day.

2. The purchase price shall be calculated by multiplying the purchase price per share under the preceding paragraph by the number of shares subject to the purchase request.

(Payment of Purchase Price)

**Article 16** The Company shall pay to the person who has requested the purchase the purchase price calculated in accordance with the preceding Article, less the fees set forth in Article 25 (hereinafter referred to as "Purchase Price"), on the fourth business day counting from the day immediately after the purchase price determination date, unless the Company has specified otherwise. However, if the purchase price is a price that reflects the right to receive dividends from surplus, a distribution of new shares pursuant to a stock split, etc., such payment shall be made no later than the relevant record date.

(Transfer of Purchased Shares)

**Article 17** Any shares less than one unit for which a purchase request has been made shall be transferred to the Company's account on the day on which the Purchase Price payment procedure is completed as set forth in the preceding Article.

## **Chapter 5 Additional Purchase of Shares Less than One Unit**

(Method of Making Requests for Additional Purchase of Shares)

**Article 18** If a shareholder holding shares less than one unit intends to request that the Company sell to the shareholder such number of shares that will, when combined with the shares less than one unit held by the shareholder, constitute one unit (hereinafter referred to as "Request for Additional Purchase"), such request shall be made through the Securities Company, etc. and JASDEC, in accordance with the rules established by JASDEC.

(Restrictions on Requests for Additional Purchase)

**Article 19** If the total number of shares subject to Requests for Additional Purchase made on the same day exceeds the number of treasury shares held by the Company as treasury shares subject to transfer, such Requests for Additional Purchase shall be invalid.

(Suspension of Acceptance of Requests for Additional Purchase)

**Article 20** The Company shall suspend the acceptance of Requests for Additional Purchase every year during the period starting from ten business days prior to the date specified in each of the following items to the date specified in the respective items.

(1) December 31

(2) June 30

(3) Other shareholder determination date

2. In addition to the preceding paragraph, the Company or JASDEC may suspend the acceptance of Requests for Additional Purchase if it deems necessary.

(Determination of Additional Purchase Price)

**Article 21** The price per share for an additional purchase shall be the closing price on a market established by the Tokyo Stock Exchange, on the date on which the Request for Additional Purchase arrives at the Shareholder Register Administrator's business office set forth in Article 2. However, if no sales transaction is executed on that day, the price shall be the price at which the first sales transaction is executed after that day.

2. The additional purchase price shall be calculated by multiplying the price per share for an additional purchase under the preceding paragraph by the number of shares subject to the Request for Additional Purchase.

(Timing for Transfer of Additional Shares Purchased)

**Article 22** A person who has made a Request for Additional Purchase shall apply, through the Securities Company, etc., for the transfer of treasury shares in a number equal to the number of shares subject to the Request for Additional Purchase, on the day on which it has been confirmed that the total amount of the additional purchase price calculated in accordance with the preceding Article and the fees set forth in Article 25 (hereinafter referred to as "Additional Purchase Price") has been remitted to the bank account designated by the Company.

## **Chapter 6 Method of Exercising Minority Shareholder Rights**

(Method of Exercising Minority Shareholder Rights, etc.)

**Article 23** When a shareholder directly exercises minority shareholder rights specified in Article 147, Paragraph 4 of the Book-Entry Transfer Act against the Company, the

shareholder shall submit a written document bearing the printed name and seal of the shareholder, together with the receipt for the individual shareholder notice (the notice specified in Article 154, Paragraph 3 of the Book-Entry Transfer Act) issued by the Securities Company, etc. However, a foreign national may affix their signature in lieu of affixing their printed name and seal.

2. Article 3, Paragraphs 2, 4 and 5 shall apply to the exercise of minority and other shareholders' rights in the preceding paragraph.

(Reference Document for Shareholder-Submitted Proposals for General Meeting of Shareholders)

**Article 24** If a shareholder's proposal right is exercised in accordance with Paragraph 1 of the preceding Article, a summary of the proposal to be submitted may be included in the reference document for the General Meeting of Shareholders if the proposal exceeds the character limit stated below.

(1) Reasons for the proposal

No more than 400 characters per proposal

(2) Matters concerning the election of Directors, Audit & Supervisory Board Members and Accounting Auditors

No more than 400 characters per candidate

## **Chapter 7 Fees**

(Fees)

**Article 25** No handling fee shall be charged for shares of the Company. However, in the case of a request for the purchase of shares under the provisions of Article 14 (Method of Making Requests for Purchase) and a request for the purchase of additional shares under the provisions of Article 18 (Method of Making Requests for Additional Purchase of Shares), the Company shall charge a separately prescribed amount as the amount equivalent to the fees for commissioning the sale and purchase of shares.

2. Any fees payable by the Shareholders, etc. to the Securities Company, etc., or JASDEC shall be borne by the Shareholders, etc.

Supplementary Provisions

(Effective Date)

**Article 1** The amendment of these Regulations shall become effective on January 5,

2009.

(Change to Article Number in Article 1 Due to Amendment of Articles of Incorporation)

**Article 2** When any change is made to the article number of Article 13 (Share Handling Regulations) of the Articles of Incorporation of the Company pursuant to a resolution of a general meeting of shareholders, the phrase “Article 13 of the Articles of Incorporation” set forth in Article 1 hereof shall be deemed to have been amended to reflect the new article number.