

(Translation)

Share Handling Regulations



(History)

Established:	Oct.	8,	1951	Revised:	Oct.	27,	1988	Revised:	April	1,	2003	
	Revised:	Nov.	30,	1955	Revised:	Sept.	26,	1991	Revised:	June	27,	2003
	Revised:	March	27,	1967	Revised:	June	26,	1998	Revised:	June	29,	2004
	Revised:	April	30,	1974	Revised:	Oct.	1,	1999	Revised:	Oct.	1,	2005
	Revised:	May	24,	1979	Revised:	Feb.	14,	2000	Revised:	May	1,	2006
	Revised:	May	21,	1981	Revised:	May	1,	2000	Revised:	Oct.	1,	2007
	Revised:	Sept.	24,	1982	Revised:	Oct.	1,	2001	Revised:	Jan.	5,	2009
	Revised:	June	29,	1988	Revised:	June	27,	2002	Revised:	Sept.	1,	2022

Share Handling Regulations

Chapter 1 General Provisions

Article 1 (Purpose)

The handling of our shares, stock options and the procedure for shareholders to enforce their rights shall be governed by the rules in this document pursuant to the provisions of the Articles of Incorporation of the Company, by the regulations adopted by the Japan Securities Depository Center, Incorporated (a depository trust company; hereinafter referred to as “JASDEC”), and by securities companies and trust & banking companies, etc. acting as account management organizations (hereinafter referred to as “Securities Companies”).

2. The handling of any special account established under an agreement between the Company and the Company’s authorized account management institution, as well as the procedure for shareholders to enforce their rights shall be governed by the regulations adopted by the account management institution and by JASDEC, together with the rules stipulated in this document.

Article 2 (Shareholder Register Administrator)

The shareholder register administrator and its office for the Company shall be as follows:

Shareholder Register Administrator

Mitsubishi UFJ Trust and Banking Corporation

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

Share handling office of the Shareholder Register Administrator

Mitsubishi UFJ Trust and Banking Corporation

Corporate Agency Division

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

Article 3 (Application or notification)

Any application or notification under the rules in this document shall be made on such forms as stipulated by the Company. This shall not apply, however, to the said application or notification made through Securities Companies and JASDEC or pursuant to the provision of Article 24, Clause 1 of the rules in this document.

2. In any case where an application or notification set forth in the preceding clause is filed by proxy, a document establishing the power of representation shall be submitted. If an application or notification set forth in the preceding clause requires the consent of a curator or assistant, a document establishing the consent shall be submitted.
3. In any case where an application or notification set forth in Clause 1 is filed through both Securities Companies and JASDEC or Securities Companies alone, the Company may be able to handle the said application or notification by deeming that the same has been submitted by a shareholder.
4. The Company may be able to request a person who has filed an application or notification stipulated in Clause 1 to submit material establishing that the said person is a shareholder or proxy.
5. In any case where the Company requests the said person to submit the said material prescribed in the preceding paragraph, the Company shall not accept any application or notification set forth in Clause 1 unless the said material is submitted.

Chapter 2 Making Entries & Records etc., in the Shareholder Register

Article 4 (Entry or recording in the shareholder register)

The Company shall make an entry or recording in the shareholder register based on the General Shareholders Notification from JASDEC.

2. In any case where the Company receives a notice concerning a change of address of a person who is entered or recorded in the shareholder register (such persons shall hereinafter be referred to as “Shareholders”) or another notice concerning a change of the matters to be stated in the register of shareholders, the Company shall change the relevant entry or recording in the shareholder register based on the said notice.
3. If, in addition to the entry, recording, or changes therein set forth in the preceding two clauses, new shares are issued or another change specified under laws and regulations applies, the Company shall enter or record the change in the shareholder register regardless of notification or notice from JASDEC.

4. The shareholder register shall be entered or recorded in by a character or code designated by JASDEC.

Article 5 (Making entries & records etc., in the share option register)

Any request to enter/record in the Company's share option register, register/transfer/de-register the right of pledge on the share option, or indicate/delete trust property shall be made to the Shareholder Register Administrator.

2. In addition to the preceding clause, the handling of share options may be prescribed otherwise.

Chapter 3 Notifications from Shareholders, etc.

Article 6 (Notification of a shareholder's name or corporate name and address)

Shareholders shall file their names or corporate names and addresses with the Company.

2. Any notification or change stipulated in the preceding clause shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article 4, Clause 3 hereof.

Article 7 (Notification of the domestic contact address of shareholders resident in foreign countries)

Shareholders resident in foreign countries shall be required to appoint standing proxies or set the location at which any notice is received in Japan, and shall notify the Company of the same.

2. Shareholders stipulated in Clause 1 of the preceding article shall include the standing proxies set forth in the preceding clause.
3. Any notification or change stipulated in Clause 1 shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article 4, Clause 3 hereof.

Article 8 (Representatives of a corporation, etc.)

When a Shareholder is a corporation or an association without rights, it shall appoint one person as its representative and notify the Company of the position and name thereof.

2. Any notification or change stipulated in the preceding clause shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article 4, Clause 3 hereof.

Article 9 (Representatives of joint shareholders)

When shares are jointly owned, the joint shareholders shall each appoint one person as a representative and notify the name and address of the representative.

2. Any notification or change prescribed in the preceding clause shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article 4, Clause 3 hereof.

Article 10 (Legal representatives)

If a shareholder has a legal representative such as a guardian or a person with parental authority, the shareholder shall notify the Company of the name or corporate name and address thereof.

2. Any notification, change or cancellation set forth in the preceding clause shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article 4, Clause 3 hereof.

Article 11 (Other notification)

If a shareholder notifies the Company of matters in addition to the matters notified in the notification stipulated in Article 6 to Article 10, such notification shall be made to the Company through Securities Companies and JASDEC or Securities Companies, unless otherwise prescribed by the Company. This shall not apply, however, to the cases pursuant to Article 4, Clause 3 hereof.

2. Any notification which Securities Companies are unable to accept or transfer shall be notified to the Shareholder Register Administrator.

Article 12 (Notification of a share option holder)

The provisions for notifications stipulated in Article 6 to Article 11 shall apply mutatis mutandis to matters to be notified and the notification procedure for a person who is entered or recorded in the share option register. Any notification shall be provided to the Shareholder Register Administrator unless otherwise specified in Article 5, Clause 2.

Article 13 (Requests for materials in paper form and statements of objections)

Requests for the provision in paper form of the contents of reference materials, etc., for the general meeting of shareholders that are provided electronically as specified in Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as “Requests for Materials in Paper Form”), as well as statements of objections, as specified in Paragraph 5 of the same, shall be made in writing. However, Requests for Materials in Paper form made through Securities Companies and JASDEC shall be made in accordance with the regulations adopted by Securities Companies and JASDEC.

Chapter 4 Shareholder’s Request of the Company to Buy One’s Own Shares of Less than One Unit

Article 14 (Making purchase requests from shareholders)

When a shareholder asks the Company to purchase shares of less than one unit of his/her own, an application therefor shall be submitted through Securities Companies and JASDEC in accordance with the regulations adopted by JASDEC.

Article 15 (Decision of purchase cost)

The unit price for the purchase of the shares of less than one unit shall be the closing price for shares of the Company on a market established by the Tokyo Stock Exchange on the day when the application stated in the preceding article reaches the share handling office of the Shareholder Register Administrator described in Article 2 hereof. If, however, there is no trading of the shares of the Company on the market or when the stock market is closed on the said day, the unit price for purchase shall be the opening price for shares of the Company on the next day on which such shares are traded on the market.

2. The purchase cost shall be the amount obtained by multiplying the unit price for purchase stated in the preceding clause by the number of shares to be purchased.

Article 16 (Payment of purchase price)

The Company shall pay the applicant the purchase price within four business days after the day following the decision of purchase cost, unless otherwise prescribed by the Company.

2. With respect to the procedure described in the preceding clause, if the purchase cost includes the value of any rights to dividends stemming from surplus money, rights to division of shares, etc., the Company shall pay the purchase price by the Record Date.

Article 17 (Time of transfer of fractional shares purchased)

Any shares of less than one unit purchased by the Company shall be transferred to the account of the Company as of the day on which the Company has satisfied the procedures for payment of the purchase price in accordance with the preceding clause.

Chapter 5 Shareholder’s Request of the Company to Sell One’s Own Shares of Less than One Unit

Article 18 (Making sales requests from shareholders)

When a shareholder owning shares of less than one unit asks the Company to sell the number of shares necessary to make one unit, an application therefor shall be submitted through Securities Companies and JASDEC in accordance with the regulations adopted by JASDEC.

Article 19 (Sales requests surpassing the number of shares available for trading)

If the total number of shares which the shareholder asks the Company to sell on any day surpasses the number of shares of treasury stock available for assignment, the application for the Company’s sales of shares of less than one unit on the said day shall not become effective.

Article 20 (Effective day of sales request)

The sales request from the applicant shall come into effect on the day that it is received by the share handling office of the Shareholder Register Administrator stated in Article 2.

2. This shall not apply, however, to the cases pursuant to the preceding article.

Article 21 (Suspension of the acceptance of sales requests)

The Company shall not accept any applications of sales request both 10 business days prior to and on the days shown below.

- (1) March 31
- (2) September 30
- (3) Other day the shareholder appoints

2. The Company may state periods in which applications of sales requests are not accepted whenever the Company or JASDEC deems such suspension of acceptance necessary, in addition to the periods described in the preceding clause.

Article 22 (Decision of sales total)

The unit price for sales of shares of less than one unit shall be the closing price for the shares of the Company on a market established by the Tokyo Stock Exchange on the effective day of sales request from shareholders. If, however, there is no trading of the shares of the Company on the market or when the stock market is closed on the said day, the unit price for sales of fractional shares shall be the opening price for the shares of the Company on the next day on which Company's shares are traded on the market.

2. The sales total shall be the amount obtained by multiplying the unit price for sales of the shares of less than one unit stated in the preceding clause by the number of shares to be sold.

Article 23 (Time of transfer of fractional shares sold)

The Company shall request the transfer of the shares of less than one unit sold to the account of the applicant on the day when the Company confirms that the sales total has been paid into the bank account specified by the Company in accordance with the regulations adopted by JASDEC.

Chapter 6 Exercising Minority and Other Shareholders' Rights

Article 24 (Exercising minority and other shareholders' rights)

If a shareholder directly exercises the right of a minority shareholder over the Company as stipulated in Article 147, paragraph (4) of the Act on Book-Entry Transfer of Company Bonds and Shares (hereinafter referred to as the "Book-Entry Act"), the said shareholder shall attach an application acceptance slip to documents required to exercise the right. The slip shall be issued by Securities Companies which accepted the application for the Individual Shareholder Notification (notice set forth in Article 154, paragraph (3) of the Book-Entry Act). The shareholder's printed name and seal impression must be affixed to the document (or a signature in lieu of a seal impression if the said shareholder is a non-Japanese national).

2. The provisions of Article 3, Clauses 2, 4 and 5 shall apply to the right exercise of minority shareholders stated in the preceding clause.

Article 25 (Motions of proposals on reference materials for the general meeting of shareholders)

When the right of a shareholder's proposal is exercised pursuant to Article 23, Clauses 1, the Company shall be allowed to state or record the summary of the following matters relating to proposals on the reference materials for the general meeting of shareholders if the length of each document of the following matters surpasses 400 Japanese characters.

(1) Reason for proposal:

400 characters per proposal

(2) Matters related to the appointment of Directors and independent financial auditors:

400 characters each per candidate

Supplementary

1. Any amendment to the rules in this document shall be made with prior approval of Representative Executive Officers.
2. These revised rules in this document shall become effective from September 1, 2022.