

Model Share Handling Regulations

Chapter 1 **General Provisions**

Article 1 (Purpose)

Procedures for exercising shareholder rights and other handling in relation to the Company's shares shall be conducted in accordance with the regulations hereof pursuant to the provisions of Article 11 of the Articles of Incorporation of the Company, in addition to the provisions set forth by the Japan Securities Depository Center, Incorporated (hereinafter, "JASDEC") and the securities company or other account management institution (hereinafter, the "Securities Company") with which the shareholder has a book-entry transfer account.

Article 2 (Transfer Agent)

The Company's transfer agent and the location of business thereof shall be as follows:

Transfer agent:

XX Inc.

XX-XX-XX YY, XX-ku, Tokyo

Transfer agent's location of business:

XX Corporation

Securities Transfer Agency Department

XX-XX-XX YY, XX-ku, Tokyo

Chapter 2 **Records in Shareholder Register**

Article 3 (Records in Shareholder Register)

- 1 Any change to the entries in the shareholder register shall be made upon issuance of a notice to all shareholders, or similar, by JASDEC (but excluding any notice provided for in Article 154, paragraph (3) of the Act on Book-Entry Transfer of Corporate Bonds and Shares - hereinafter, the

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“Book-Entry Transfer Act” - which is referred to hereinafter as a “**Notice Reporting an Individual Shareholder**”).

- 2 Notwithstanding the preceding paragraph, changes to entries in the shareholder register shall be made without notice from JASDEC where so required under relevant laws and regulations, such as in the event of an issuance of new shares.
- 3 Entries in the shareholder register shall be made using the characters and symbols designated by JASDEC.

Article 4 (Notification Relating to Entries in Shareholder Register)

A shareholder shall notify the Company of the name and address of such shareholder through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto.

Article 5 (Representative of Corporate Shareholder)

If a shareholder is a corporation, the corporation shall notify the Company of one (1) representative through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto.

Article 6 (Representative of Joint Shareholder)

Shareholders who jointly own shares shall appoint one (1) representative and notify the Company of the name and address of the representative through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto.

Article 7 (Legal Representative)

A shareholder’s legal representative, such as a person having parental authority or a guardian of the shareholder, shall notify the Company of their own name and address through the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto as well as to the removal of the legal representative.

Article 8 (Notification of Mailing Address for Non-resident Shareholders)

A non-resident shareholder and registered pledgee of shares or the legal representative thereof shall either appoint a standing proxy in Japan or specify a mailing address in Japan for receiving notices and shall notify the Company of the standing proxy’s name and address, or the mailing address through

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the Securities Company and JASDEC in accordance with the guidance of JASDEC. The same shall apply to any changes thereto as well as to the removal thereof.

Article 9 (Method of Confirmation through JASDEC)

A notification submitted from a shareholder to the Company through the Securities Company and JASDEC shall be deemed to be a notification from such shareholder in person.

**Chapter 3
Identification of Shareholders**

Article 10 (Identification of Shareholders)

- 1 In the event that a shareholder (including a shareholder who requested a Notice Reporting an Individual Shareholder to be sent) makes requests or exercises any other shareholder rights against the Company (hereinafter, “**Requests**”), the shareholder shall attach or provide evidence to prove its identity (hereinafter, “**ID Documents**”); however, this shall not apply if the Company could confirm that such Requests were made by the shareholder without the need for ID Documents.
- 2 In the event that Requests are made from a shareholder to the Company through the Securities Company and JASDEC, such Requests shall be deemed to have been made directly from the shareholder and ID Documents shall not be required.
- 3 In the event that Requests are made by a proxy, in addition to the procedures in preceding two paragraphs, a letter of proxy signed by the relevant shareholder or a letter of proxy affixed with the printed name and seal impression of the shareholder shall be attached. The letter of proxy shall be required to state the mandatary’s name and address.
- 4 Paragraphs 1 and 2 shall apply mutatis mutandis to a proxy.

**Chapter 4
Procedures for Exercising Shareholder Rights**

Article 11 (Request for Delivery of Paper-Based Documents and Statement of Objections)

When a shareholder makes (i) a request for the delivery of paper-based reference documents for the General Meeting of Shareholders as stipulated in Article 325-5, paragraph (1) of the Companies Act

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(hereinafter, a “**Paper-Based Document Delivery Request**”) or (ii) a statement of an objection as stipulated in paragraph (5) of the Article thereof, it shall be made in writing; however, if the Paper-Based Document Delivery Request is made through the Securities Company and JASDEC, the procedures shall be conducted as determined by the Securities Company and JASDEC.

Article 12 (Minority Shareholder Rights)

If a shareholder directly exercises any minority shareholder rights prescribed in Article 147, paragraph (4) of the Book-Entry Transfer Act against the Company, it shall be made in writing and shall include such shareholder’s signature or printed name and seal impression, after the shareholder requests that the Securities Company send a Notice Reporting an Individual Shareholder to the Company.

Article 13 (Method of Buyback Request of Shares of Less than One Unit)

In cases where a shareholder requests the buyback of shares of less than one unit owned by such shareholder, such shareholder shall do so through the Securities Company and JASDEC as provided for by JASDEC.

Article 14 (Determination of Buyback Price)

- 1 The buyback unit price for the buyback request in the preceding Article shall be the closing price per share in a market of the XX Stock Exchange on the day on which the request reaches the transfer agent’s location of business; however, if there is no trading on that day or if the day falls on a holiday for the aforementioned exchange, the buyback unit price shall be the first trading price per share effected thereafter.
- 2 The buyback price shall be the amount obtained by multiplying the buyback unit price in the preceding paragraph by the number of shares designated in the buyback request.

Article 15 (Payment of Buyback Price)

- 1 The Company shall pay the buyback price calculated pursuant to the preceding Article after deducting the handling fees provided for in Article 24. Unless otherwise provided for by the Company, such payment shall be made on the fourth (4th) business day immediately following the day on which the buyback unit price is determined as provided for by JASDEC; however, if the buyback price is a price cum dividend or with right to share splits, etc., the Company shall make payment no later than on the record date.
- 2 A shareholder who makes a buyback request may request payment of the buyback price via a transfer to a bank account designated by the shareholder or in cash via Japan Post Bank Co., Ltd.

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Article 16 (Transfer of Boughtback Shares)

Shares of less than one unit designated in a buyback request shall be transferred to the Company's book-entry transfer account on the day on which the payment, or payment procedure, of the buyback price pursuant to the preceding Article has been completed.

Article 17 (Method of Additional Sale Request of Shares of Less than One Unit)

If a shareholder holding shares of less than one unit wishes to request that the Company sell the number of shares necessary for the shares of less than one unit owned by such shareholder to constitute one unit (hereinafter, an "Additional Sale Request"), such shareholder shall do so through the Securities Company and JASDEC as provided for by JASDEC.

Article 18 (Additional Sale Request Exceeding Balance of Treasury Shares)

If the total number of shares designated in the Additional Sale Requests made in a day, of which the chronological order of acceptance of such requests is not able to be determined, exceeds the number of transferable treasury shares owned by the Company, none of the Additional Sale Requests on that day shall become effective.

Article 19 (Effective Date of Additional Sale Request)

An Additional Sale Request shall become effective on the day on which the Additional Sale Request reaches the transfer agent's location of business.

Article 20 (Determination of Additional Sale Price)

- 1 The additional sale unit price shall be the closing price per share in a market of the ~~XX~~ Stock Exchange on the day on which the Additional Sale Request becomes effective; however, if there is no trading on that day or if the day falls on a holiday for the aforementioned exchange, the additional sale unit price shall be the first trading price per share effected thereafter.
- 2 The additional sale price shall be the amount obtained by multiplying the additional sale unit price in the preceding paragraph by the number of shares designated in the Additional Sale Request.

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Article 21 (Transfer of Sold Shares)

On the day on which the Company has confirmed that the additional sale price in addition to the handling fees provided for in Article 24 was transferred to the Company's bank account by the shareholder who made the Additional Sale Request through the Securities Company, the Company shall submit an application to transfer treasury shares corresponding to the number of shares in the Additional Sale Request to the book-entry transfer account of the shareholder as provided for by JASDEC.

Article 22 (Suspension Period of Acceptance for Additional Sale Request)

- 1 The Company shall suspend the receipt of any Additional Sale Requests during the period commencing on the tenth (10th) business day prior to each of the following dates and ending on such date every year:
 - (1) March 31;
 - (2) September 30; and
 - (3) Other dates specified by JASDEC including record dates of shareholders.
- 2 Notwithstanding the preceding paragraph, the Company may, when deemed necessary, separately set any other suspension period for receipt of the Additional Sale Request.

Chapter 5 Exceptions for Special Accounts

Article 23 (Exceptions for Special Accounts)

Identification of shareholders for whom special accounts have been opened, and other handling of special accounts shall be in accordance with the procedures as specified by JASDEC as well as by the account management institution at which special accounts have been opened.

Chapter 6

Handling Fees

Article 24 (Handling Fees)

The handling fees related to the buyback request in Article 13 and the additional sale request in Article 17 of shares of less than one unit shall be as follows:

Specify the handling fees determined by the Company here.

Chapter 7

Attendance of Global Institutional Investors at General Meetings of Shareholders

Article 25 (Definitions)

“An institutional investor who holds shares in a street name and does not hold shares under its own name” (hereinafter, a “**Global Institutional Investor**”), which is provided for in Article 17 of the Articles of Incorporation of the Company, shall be an investor who is a corporation or other organization and is actually authorized to give instructions on the exercise of voting rights in relation to the Company’s shares among the parties listed in the following items; however, at the General Meeting of Shareholders where such investor exercises its voting rights as a proxy, no other party shall be authorized to give instructions on the exercise of such voting rights.

- (1) Institutional investors who hold shares in a street name and do not hold shares under their own names, as well as parties who have the right to give instructions on investment management in accordance with discretionary investment management agreements with institutional investors referred to hereof;
- (2) Settlor companies of investment trusts managed under instructions from the settlors as provided for in Article 2 of the Act on Investment Trusts and Investment Corporations; and
- (3) Institutional investors based outside Japan who hold shares under the name of custodians or nominees, as well as parties who have the right to give instructions on investment management in accordance with discretionary investment management agreements with institutional investors referred to hereof.

Article 26 (Attendance of Global Institutional Investors at General Meetings of Shareholders)

Global Institutional Investors may attend the Company's General Meetings of Shareholders and exercise their voting rights as a proxy (hereinafter simply referred to as "**attend a General Meeting of Shareholders**") on the condition that they meet the requirements and fulfill the procedures set forth in Articles 27 through 29.

Article 27 (Number of Global Institutional Investors Who Can Attend a General Meeting of Shareholders)

- 1 The number of Global Institutional Investors who can attend a General Meeting of Shareholders shall be one (1) person for one (1) shareholder recorded in the shareholder register (hereinafter, a "**Nominee Shareholder**").
- 2 Notwithstanding the preceding paragraph, in cases where there are two (2) or more Global Institutional Investors wishing to attend a General Meeting of Shareholders for one (1) Nominee Shareholder, the Company may permit that one (1) person per one (1) Global Institutional Investor attend the meeting, provided that the Company has accepted this necessity.

Article 28 (Reasonable Cooperation by Global Institutional Investors and Nominee Shareholders)

- 1 A Global Institutional Investor who wishes to attend a General Meeting of Shareholders shall notify the Company directly or through its Nominee Shareholder or standing proxy at least two (2) weeks prior to the relevant General Meeting of Shareholders.
- 2 A Global Institutional Investor who wishes to attend a General Meeting of Shareholders and its Nominee Shareholder shall reasonably cooperate with the Company in order to ensure accurate counting of voting rights at the relevant General Meeting of Shareholders and smooth operation of the meeting in other respects.

Article 29 (Documents to Be Submitted)

- 1 A Global Institutional Investor who wishes to attend a General Meeting of Shareholders shall, in advance, submit the documents listed in the following items to the party predetermined by the Company in cooperation with its Nominee Shareholder or standing proxy:
 - (1) Letter of proxy;
 - (2) A certificate on exercise of voting rights by proxy using a form specified by the Company;

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- (3) An identification document; and
 - (4) A notice of authorization of the employee appointed as an acting representative and other documents requested by the Company.
- 2 In cases falling within the preceding paragraph, when a Global Institutional Investor based outside Japan submits documents prepared by its Nominee Shareholder through its standing proxy to the Company, the Global Institutional Investor shall submit a document by the standing proxy certifying bona fide preparation of such documents therewith.
- 3 The deadlines for submission of the documents in the preceding two paragraphs are as follows:
 - (1) A copy of the documents shall be submitted no later than three (3) business days prior to the relevant General Meeting of Shareholders.
 - (2) The original documents shall be brought to the General Meeting of Shareholders and submitted thereat.

Supplementary Provisions

Any amendment to Regulations hereof shall be made by resolution of the Board of Directors of the Company.