

**ARTICLE 10 (Handling of Shares)**

The procedures and the fees in connection with the handling of shares of the Company shall be governed by laws, regulations and the Articles of Incorporation as well as by the Share Handling Regulations which the Board of Directors shall prescribe.

**ARTICLE 11 (Record Date)**

- (1) The Company shall deem any shareholder entered or recorded in the register of shareholders as of the close of business on the last day of each business year to be a shareholder who is entitled to exercise his or her rights as a shareholder at the ordinary general meeting of shareholders concerning such business year.
- (2) Unless otherwise provided for in the preceding paragraph or elsewhere in the Articles of Incorporation, the Company may, whenever necessary, by a resolution of the Board of Directors and by giving prior public notice, deem any shareholder or pledgee entered or recorded in the register of shareholders as of the close of business on a specified date to be a shareholder or pledgee who is entitled to exercise his or her rights as a shareholder or pledgee.

**CHAPTER III General Meeting of Shareholders**

**ARTICLE 12 (Convening General Meeting of Shareholders)**

An ordinary general meeting of shareholders shall be convened in June of each year, and an extraordinary general meeting of shareholders shall be convened from time to time, whenever necessary.

### **ARTICLE 13 (Chairman)**

The President and Chief Executive Officer shall assume chairmanship of a general meeting of shareholders. In case, however, the President and Chief Executive Officer is prevented by unavoidable circumstances from so acting, or in case the post of the President and Chief Executive Officer is vacant, a surrogate shall act as chairman, according to the order as decided by the Board of Directors.

### **ARTICLE 14 (Exercise of Voting Rights by Proxy)**

A shareholder may appoint another shareholder (one person only) having voting rights to be his or her proxy in order to exercise his or her voting rights.

### **ARTICLE 15 (Electronic Provision Measures)**

- (1) In convening a general meeting of shareholders, the Company may provide the content of reference materials, etc., for the general meeting of shareholders in electronic form.
- (2) Of the items to be provided electronically, the Company may decide to omit some or all of the items stipulated by ordinance of the Ministry of Justice from the paper-based documents provided to shareholders who request the delivery of paper-based documents by the record date of voting rights.

### **ARTICLE 16 (Resolution)**

- (1) A special resolution by the general meeting of shareholders (which refers to a resolution stipulated in Article 309, Paragraph 2 of the Companies Act,) shall be adopted when, at a general meeting of shareholders where shareholders with voting rights surpassing one-third (1/3) of the aggregate voting rights of the total shareholders capable of exercising such rights are present, it is approved by a vote of two-thirds (2/3) or more of the voting rights present.

- (2) All resolutions other than those provided for in the preceding paragraph shall be adopted by a majority vote of the shareholders present, unless otherwise provided for by laws or ordinances or by the Articles of Incorporation.

## **CHAPTER IV Directors, Board of Directors and Executive Officers**

### **ARTICLE 17 (Number of Directors)**

- (1) The Directors of the Company shall not be more than seventeen (17) in number.
- (2) Among the Directors provided in the preceding paragraph, the Directors who are Audit & Supervisory Committee Members shall not be more than five (5) in number.

### **ARTICLE 18 (Election of Directors)**

- (1) Directors shall be elected by a resolution of the general meeting of shareholders, which should be implemented by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.
- (2) With respect to a resolution for the election provided for in the preceding paragraph, the attendance of shareholders owning not less than one-third (1/3) of total voting rights of qualified shareholders shall be required.
- (3) A resolution for the election of Directors shall not be conducted by cumulative voting.