

# **SHARE HANDLING REGULATIONS**

**SHARE HANDLING REGULATIONS**  
**OF**  
**MITSUBISHI CORPORATION**  
(TRANSLATION)

**CHAPTER I General Provisions**

**ARTICLE I (Purpose of the regulations)**

1. The procedures and the fees in connection with the handling of shares of the Company shall be governed by these Regulations, which have been adopted by a resolution of the Board of Directors pursuant to the provisions of the Articles of Incorporation of the Company, and 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 and banking companies, etc. acting as account management organizations (hereinafter referred to as “Securities Companies”).
2. The procedures and fees in connection with the handling of any special account established under an agreement between the Company and the trust and banking company designated by the Company shall be governed by the regulations adopted by the said trust and banking company, as well as these Regulations.

**ARTICLE II (Transfer agent)**

The Transfer Agent and the Share Handling Office of the Transfer Agent for the Company shall be as follows:

Transfer Agent:

Mitsubishi UFJ Trust and Banking Corporation

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

Share Handling Office of the Transfer Agent:

Mitsubishi UFJ Trust and Banking Corporation

Corporate Agency Division

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

**ARTICLE III (Application or notification)**

1. Any application or notification under these Regulations 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 XX, Paragraph 1 of these Regulations.
2. In any case where an application or notification set forth in the preceding paragraph is filed by proxy, a document establishing the power of representation shall be submitted. If an application or notification set forth in the preceding paragraph 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 Paragraph 1 is filed through Securities Companies and JASDEC or Securities Companies, 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 Paragraph 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 Paragraph 1 unless the said material is submitted.

## **CHAPTER II Entry or Recording in the Register of Shareholders**

### **ARTICLE IV (Entry or recording in the register of shareholders)**

1. The Company shall make an entry or recording in the register of shareholders based on the General Shareholders Notification received 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 register of shareholders (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 register of shareholders based on the said notice.
3. If, in addition to the entry, recording, or changes therein set forth in the preceding two paragraphs, new shares are issued or another change specified under laws/ordinances applies, the Company shall enter or record the change in the register of shareholders.
4. The register of shareholders shall be entered or recorded by a character or code designated by JASDEC.

## **CHAPTER III Notifications**

### **ARTICLE V (Notification of a shareholder's name or corporate name and address)**

1. Shareholders shall file their names or corporate names and addresses with the Company.
2. The Company shall also be notified of any notification or change set forth in the preceding paragraph through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article IV, Paragraph 3 hereof.

**ARTICLE VI (Notification of shareholders resident in foreign countries)**

1. Shareholders resident in foreign countries shall be required to appoint standing proxies or set the place at which any notice is received in Japan, and shall notify the Company of the same.
2. Shareholders stipulated in Paragraph 1 of the preceding article shall include the standing proxies set forth in the preceding paragraph.
3. The notification or change described in Paragraph 1 shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article IV, Paragraph 3 hereof.

**ARTICLE VII (Representative of a corporation)**

1. When a Shareholder is a corporation, 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 paragraph shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article IV, Paragraph 3 hereof.

**ARTICLE VIII (Representative of joint shareholders)**

1. When shares are jointly owned, the joint shareholders shall each appoint one person as a representative and notify the Company of the name or corporate name and address thereof.
2. Any notification or change prescribed in the preceding paragraph shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article IV, Paragraph 3 hereof.

#### **ARTICLE IX (Legal representative)**

1. 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 paragraph shall be notified through Securities Companies and JASDEC. This shall not apply, however, to the cases pursuant to Article IV, Paragraph 3 hereof.

#### **ARTICLE X (Other notification)**

1. If a shareholder notifies the Company of matters in addition to the matters notified in the notification stipulated in Article V to Article IX, 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 IV, Paragraph 3 hereof.
2. Any notification which Securities Companies are unable to accept or transfer shall be notified to the Transfer Agent.

### **CHAPTER IV Purchase by the Company of Fractional Shares Less Than One Unit Stock**

#### **ARTICLE XI (Method of application for purchase)**

When applying for the purchase by the Company of Fractional Shares Less Than One Unit Stock, an application therefor shall be submitted through Securities Companies and JASDEC in accordance with the regulations adopted by JASDEC.

## **ARTICLE XII (Decision of purchase cost)**

1. The unit price for the purchase of Fractional Shares Less Than One Unit Stock 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 mentioned in the preceding article reaches the Share Handling Office of the Transfer Agent described in Article II hereof. If, however, there is no trading of the shares of the Company on the market 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 paragraph by the number of shares to be purchased.

## **ARTICLE XIII (Payment of Purchase Price)**

1. The Company shall pay the net result obtained by deducting the handling fees described in Article XXI hereof from the purchase cost calculated in accordance with Article XII hereof (such net result shall hereinafter be referred to as the "Purchase Price") to the applicant on the fourth business day from the day following the day when the purchase cost is determined, unless otherwise prescribed by the Company.
2. With respect to the procedure described in the preceding paragraph, 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 XIV (Transfer of Fractional Shares Less Than One Unit Stock purchased)**

Any Fractional Shares Less Than One Unit Stock purchased 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 Article.

**CHAPTER V Additional Purchase of Certificates**  
**Indicating Fractions of One Unit Stock**

**ARTICLE XV (Method of application for additional purchase)**

When applying for additional purchases of Fractional Shares Less Than One Unit Stock, an application therefor shall be submitted through Securities Companies and JASDEC in accordance with the regulations adopted by JASDEC.

**ARTICLE XVI (Restriction on request for additional purchase)**

If the total number of shares applied for additional purchase on any day surpasses the number of shares of treasury stock available for assignment, no application for an additional purchase on the said day shall become effective.

**ARTICLE XVII (Decision regarding the additional purchase cost)**

1. The unit price for an additional purchase of Fractional Shares Less Than One Unit Stock shall be the closing price for the shares of the Company on a market established by the Tokyo Stock Exchange on the day when the application mentioned in Article XV hereof reaches the Share Handling Office of the Transfer Agent described in Article II hereof. If, however, no trading of the Company shares on the market takes place on the said day, the unit price for additional purchase shall be the opening price for the shares of the Company on the next day on which Company shares are traded on the market.
2. The purchase cost shall be the amount obtained by multiplying the unit price for additional purchase stated in the preceding paragraph by the number of shares to be additionally purchased.



**ARTICLE XVIII (Suspension of receipt of additional purchase applications)**

1. The Company shall not accept any additional purchase applications from the tenth business day prior to the day set forth in each subparagraph below up to the said day:
  - (1) March 31;
  - (2) September 30; and
  - (3) Any other day when shareholders are determined.
2. The Company shall decide not to accept additional purchase applications whenever the Company or JASDEC deems such suspension of receipt necessary, in addition to the periods described in the preceding paragraph.

**ARTICLE XIX (Time of transfer of additional purchase shares)**

The Company shall request the transfer of Fractional Shares Less Than One Unit Stock to be additionally purchased to the account of the additional purchase applicant on the day when the Company confirms that the total amount of the additional purchase cost calculated based on the procedures described in Article XVII and the handling fees stipulated in Article XXI has been paid into the bank account specified by the Company.

**CHAPTER VI Methods for Right Exercise by  
Minority Shareholders**

**ARTICLE XX (Methods for right exercise by minority shareholders)**

1. If a shareholder directly exercises the right of a minority shareholder over the Company as stipulated in Article 147, Paragraph 4 of the Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, etc. (hereinafter referred to as the “Transfer Law”), the said shareholder shall

provide reception forms for the Individual Shareholder Notification sent by Securities Companies (notice set forth in Article 154, Paragraph 3 of the Transfer Law) with his/her name and seal impression affixed (or signature in lieu of a seal impression if the said shareholders is a non-Japanese national).

2. The provisions of Article III, Paragraph 2, 4 and 5 shall apply to the right exercise of minority shareholders stated in the preceding paragraph.
3. If the right of shareholder's proposal is exercised pursuant to Paragraph 1 and the Company states or records the following matters related to motions to a general meeting of shareholders, based on requests from shareholders, the summary of these matters shall be stated or recorded, if the total number of Japanese letters for the matters surpasses four hundred (400) letters:
  - (1) Reason for proposal
  - (2) Matters related to selection of Directors, Audit & Supervisory Board Members and Independent Auditors

## **CHAPTER VII Handling Fees**

### **ARTICLE XXI (Handling fees)**

1. Handling fees for the shares of the Company shall be waived. However, in the case of an application for the purchase of Fractional Shares Less Than One Unit Stock pursuant to Article XI or an application for the additional purchase of Fractional Shares Less Than One Unit Stock, an amount shall be charged as a handling fee equal to the commission fee separately stipulated by the Company.
2. Any fee paid by Shareholders to Securities Companies or JASDEC shall be borne by the Shareholders.

### **Supplementary Provisions**

1. Any amendment to these Regulations shall be made by resolution of the Board of Directors of the Company.
2. These Regulations shall become effective on January 5, 2009.