

Cabinet Office Order on Solicitation of Proxy Voting for Listed Shares

(Cabinet Office Order No. 21 of March 28, 2003)

The Cabinet Office Order on Solicitation of Proxy Voting for Listed Shares is established as follows in accordance with Article 36-2, paragraphs (1) to (3) and (5) and Article 36-3 of the Order for Enforcement of the Securities and Exchange Act (Cabinet Order No. 321 of 1965).

(General Matters to Be Contained)

Article 1 (1) Reference documents (hereinafter referred to as "Reference Documents") prescribed in Article 36-2, paragraph (1) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; hereinafter referred to as "Order") must contain the matters prescribed in each of the following items according to the category of the case specified in those items:

- (i) if a solicitor is a company issuing the shares or officers thereof, the following matters:
 - (a) the fact that the solicitor is a company issuing the shares or officers thereof;
 - (b) the proposal;
 - (c) reasons for the proposal (including the details to be explained by a director at a shareholders meeting if the proposal falls under the category of proposal which requires explanation by a director at a shareholders meeting; this only applies to the case where the proposal is made by a director);
 - (d) if the results of any investigation should be reported to a shareholders meeting with regard to the proposal under Article 384 or Article 389, paragraph (3) of the Companies Act (Act No. 86 of 2005), the summary of the results.
- (ii) if a solicitor is a person other than the company issuing the shares or officers thereof, the following matters:
 - (a) the proposal;
 - (b) name and address of the solicitor.

(2) If, among the matters to be contained in the Reference Documents to be provided to solicited persons regarding the same shareholders meeting, any matters are contained in the reference documents for shareholders meeting (meaning the reference documents for shareholders meeting prescribed in Article 301, paragraph (1) of the Companies Act (including the cases where

applied mutatis mutandis pursuant to Article 325 of the Companies Act); hereinafter the same applies in this paragraph and Article 44), voting cards (meaning the voting cards prescribed in Article 301, paragraph (1) of the Companies Act (including the cases where applied mutatis mutandis pursuant to Article 325 of the Companies Act); hereinafter the same applies in this paragraph and Article 44) and other documents relating to the shareholders meeting, or any matters are provided by electronic or magnetic means prescribed in Article 36-2, paragraph (2) of the Order or Article 2, item (xxxiv) of the Companies Act (hereinafter referred to as "electronic or magnetic means" in this Article), those matters are not required to be contained in the Reference Documents to be provided to the solicited persons. In this case, it must be clarified that the reference documents for shareholders meeting or voting cards contain those matters or that those matters are to be provided by the electronic or magnetic means.

- (3) If, among the matters to be contained in the Reference Documents, there are matters for which the company issuing the shares has given public notice using the method specified in each item of Article 939, paragraph (1) of the Companies Act and for which the company issuing the shares has taken measures prescribed in Article 440, paragraph (3) or Article 819, paragraph (3) of the Companies Act, these matters are not required to be contained in the Reference Documents. In this case, the date of the official gazette or the name and date of daily newspapers in which the public notice was given or the matters prescribed in Article 911, paragraph (3), item (xxvi) of the Companies Act (including the cases where applied to a foreign company under Article 933, paragraph (2) of the Companies Act) or Article 911, paragraph (3), item (xxviii), sub-item (a) of the Companies Act must be contained.
- (4) If, among the matters to be contained in the Reference Documents, there are matters for which the company issuing the shares has taken measures prescribed in Article 94, paragraph (1) of the Regulation for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006), these matters are not required to be contained in the Reference Documents. In this case, the matters prescribed in paragraph (2) of the same Article must be contained.
- (5) Beyond the matters prescribed in this Cabinet Office Order, the Reference Documents may contain matters that are considered to be helpful regarding the granting of the authority of proxy for the exercise of voting rights.

(Proposal on Election of Directors)

Article 2 (1) When a director of a company issuing the shares submits a proposal on the election of a director (excluding directors who are Audit and Supervisory Committee Members when the company is a Company with Audit and Supervisory Committee; hereinafter the same applies in item (vi)), if

solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) the name, birth dates, and brief biographical outline of the candidate;
 - (ii) if the candidate has not consented to assume the candidate's office, a statement to that effect.
 - (iii) when the company is a Company with Audit and Supervisory Committee, and the Audit and Supervisory Committee wishes to state opinions under Article 342-2, paragraph (4) of the Companies Act, summary of the opinions;
 - (iv) if a contract prescribed in Article 427, paragraph (1) of the Companies Act has been entered into or is due to be entered into between the candidate and the company, summary of the content of the contract;
 - (v) the number of shares in the company held by the candidate (in the case of a company with class shares, the classes of shares and the number of shares for each class);
 - (vi) when, if the candidate is to assume the office of director of the company, it will result in the concurrent holding of important positions prescribed in Article 121, item (viii) of the Regulation for Enforcement of the Companies Act, the fact;
 - (vii) when a special interest exists between the candidate and the company, the outline of the special interest;
 - (viii) when the candidate is currently serving as a director of the company, the position and duties of the candidate in the company.
- (2) In the case referred to in the preceding paragraph, when the company issuing the shares is a Subsidiary Company, etc. (meaning Subsidiary Company, etc. prescribed in Article 2, item (iii)-2 of the Companies Act; the same applies hereinafter) of another person, the Reference Documents must contain the following matters:
- (i) when the candidate is currently the relevant other person (limited to a natural person), a statement to that effect;
 - (ii) when the candidate is currently serving as an executive (meaning executive prescribed in Article 2, paragraph (3), item (vi) of the Regulation for Enforcement of the Companies Act; the same applies hereinafter) of the relevant other person (including a Subsidiary Company, etc. of the relevant other person (excluding the company); hereinafter the same applies in this paragraph), the position and duties of the candidate under the relevant other person;
 - (iii) when it is known to the company that the candidate served as an executive of the relevant other person in the past five years, the position and duties of the candidate under the relevant other person.
- (3) In the case prescribed in paragraph (1), when the candidate is a candidate for outside director (meaning a candidate for outside director prescribed in Article

2, paragraph (3), item (vii) of the Regulation for Enforcement of the Companies Act; hereinafter the same applies in this paragraph and Article 2-3, paragraph (3)), the Reference Documents must contain the following matters:

- (i) the fact that the candidate is a candidate for outside director;
- (ii) reasons for selecting the candidate as a candidate for outside director;
- (iii) if the candidate is currently serving as an outside director (meaning outside director prescribed in Article 2, item (xv) of the Companies Act; the same applies hereinafter) (limited to an outside officer (meaning an outside officer prescribed in Article 2, paragraph (3), item (v) of the Regulation for Enforcement of the Companies Act; the same applies hereinafter); hereinafter the same applies in this paragraph) of the company, when any violation of laws or regulations, or the articles of incorporation, or any other events regarding unjust execution of business (excluding those that are not material) happened in the company during the period when the candidate was in office following the last election, the fact of the events and the summary of actions taken by the candidate to prevent the occurrence of the events and to deal with the events after the occurrence thereof;
- (iv) if the candidate served as a director, executive officer or company auditor of other stock company in the past five years, when the fact is known to the company that any violation of laws or regulations, or the articles of incorporation, or any other events regarding unjust execution of business happened in the relevant other stock company during the period when the candidate was in office, the fact of the events (excluding those that are not material and including, if the candidate was an outside director or company auditor of the relevant other stock company, the summary of actions taken by the candidate to prevent the occurrence of the events and to deal with the events after the occurrence thereof);
- (v) if the candidate has not been involved in the management of a company (including a foreign company) in the past by any method other than serving as an outside director (limited to an outside officer) or outside company auditor, reasons why the solicitor reached judgment that the candidate would be able to appropriately perform duties as an outside director even though the candidate has not been involved in the management;
- (vi) when it is known to the company that the candidate falls under any of the following persons, a statement to that effect:
 - (a) a person who served as an executive or officer (excluding person who is an executive; hereinafter the same applies in sub-items (c) and (e)2.) of the company or subsidiary company thereof in the past;
 - (b) a person who is serving as the Parent Company, etc. (meaning Parent Company, etc. prescribed in Article 2, item (iv)-2 of the Companies Act; the same applies hereinafter) (limited to a natural person; hereinafter the

- same applies in sub-items (b) and (e)1.) of the company or served as the Parent Company, etc. of the company in the past five years;
- (c) a person who is serving as an executive or officer of a specified associated company (meaning a specified associated company prescribed in Article 2, paragraph (3), item (xix) of the Regulation for Enforcement of the Companies Act; hereinafter the same applies in this item, Article 2-3, paragraph (3), item (vi) and Article 4, paragraph (3), item (vi)) of the company or served as an executive or officer of a specified associated company of the company (excluding subsidiary company of the company) in the past five years;
- (d) a person who is to receive, or has received in the past two years, a large sum of money or other property (excluding remuneration, etc. (meaning a remuneration, etc. prescribed in Article 361, paragraph (1) of the Companies Act; the same applies hereinafter) received as a director, accounting advisor, company auditor, executive officer, or in any similar capacity) from the company or a specified associated company of the company;
- (e) a spouse or relative within the third degree of kinship of the following persons, or any other person equivalent thereto (excluding those that are not material):
1. Parent Company, etc. of the company;
 2. executive or officer of the company or a specified associated company of the company.
- (f) if the company, through a merger, absorption-type company split, incorporation-type company split, or acceptance of transfer of business (hereinafter referred to as "Merger, etc." in sub-item (f), Article 2-3, paragraph (3), item (vi), sub-item (f) and Article 4, paragraph (3), item (vi), sub-item (f)), succeeded to or accepted the rights and obligations of other stock company with respect to its business in the past two years, a person who was not an outside director or company auditor of the company but served as an executive of the relevant other stock company immediately prior to the Merger, etc.
- (vii) when the candidate is currently serving as an outside director or company auditor of the company, the number of years since the candidate assumes the office;
- (viii) when the candidate wishes to state opinions regarding the matters listed in the preceding items, the content of the opinions.

(Special Provisions If No Outside Director Has Been Appointed)

Article 2-2 (1) In the case prescribed in paragraph (1) of the preceding Article, when the company issuing the shares is a Specified Company with Board of

Company Auditors that does not have an outside director (including those expected to not have an outside director at the time of conclusion of the shareholders meeting) and is not going to submit a proposal on election of directors in which a person who is expected to become an outside director if the person assumes the office of director is proposed as a candidate at the shareholders meeting, the Reference Documents must contain the reason why it would not be appropriate to appoint an outside director.

- (2) The "Specified Company with Board of Company Auditors" prescribed in the preceding paragraph means a Company with Board of Company Auditors (limited to a Large Company) that is required to submit to the Prime Minister an Annual Securities Report with regard to its shares to be issued pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act (Act No. 25 of 1948).
- (3) The reason referred to in paragraph (1) must be stated according to the circumstances as at the time of the company. In this case, there being two or more outside company auditors may not constitute the reason by itself.

(Proposal on Election of Director Who Is an Audit and Supervisory Committee Member)

Article 2-3 (1) When a director of a company issuing the shares submits a proposal on the election of a director who is an Audit and Supervisory Committee Member, if solicitation of proxy voting is carried out with respect to the shares by or for the company, the Reference Documents must contain the following matters:

- (i) the name, birth date, and brief biographical outline of the candidate;
- (ii) the number of shares in the company held by the candidate (in the case of a company with class shares, the classes of shares and the number of shares for each class);
- (iii) when, if the candidate is to assume the office of director who is an Audit and Supervisory Committee Member of the company, it will result in the concurrent holding of important positions prescribed in Article 121, item (viii) of the Regulation for Enforcement of the Companies Act, the fact;
- (iv) when the candidate is currently serving as a director who is an Audit and Supervisory Committee Member of the company, the position and duties of the candidate at the company;
- (v) when a special interest exists between the candidate and the company, the outline of the special interest;
- (vi) if the candidate has not consented to assume the candidate's office, a statement to that effect;
- (vii) if the proposal has been submitted pursuant to a request under Article 344-2, paragraph (2) of the Companies Act, a statement to that effect;

- (viii) when the director who is an Audit and Supervisory Committee Member wishes to state opinions under Article 342-2, paragraph (1) of the Companies Act, summary of the opinions;
 - (ix) if a contract prescribed in Article 427, paragraph (1) of the Companies Act has been entered into or is due to be entered into between the candidate and a stock company, summary of the content of the contract.
- (2) In the case prescribed in the preceding paragraph, when the company issuing the shares is a Subsidiary Company, etc. of another person, the Reference Documents must contain the following matters:
- (i) when the candidate is currently the relevant other person (limited to a natural person), a statement to that effect;
 - (ii) when the candidate is currently serving as an executive of the relevant other person (including a Subsidiary Company, etc. of the relevant other person (excluding the company); hereinafter the same applies in this paragraph), the position and duties of the candidate under the relevant other person;
 - (iii) when it is known to the company that the candidate served as an executive of the relevant other person in the past five years, the position and duties of the candidate under the relevant other person.
- (3) In the case prescribed in paragraph (1), when the candidate is a candidate for outside director, the Reference Documents must contain the following matters:
- (i) the fact that the candidate is a candidate for outside director;
 - (ii) reasons for selecting the candidate as a candidate for outside director;
 - (iii) if the candidate is currently serving as an outside director (limited to an outside officer; hereinafter the same applies in this paragraph) of the company, when any violation of laws and regulations, or the articles of incorporation, or any other events regarding unjust execution of business (excluding those that are not material) happened in the company during the period when the candidate was in office following the last election, the fact of the events and the summary of actions taken by the candidate to prevent the occurrence of the events and to deal with the events after the occurrence thereof;
 - (iv) if the candidate served as a director, executive officer or company auditor of other stock company in the past five years, when the fact is known to the company that any violation of laws and regulations, or the articles of incorporation, or any other events regarding unjust execution of business happened in the relevant other stock company during the period when the candidate was in office, the facts of the events (excluding those that are not material and including, if the candidate was an outside director or company auditor of the relevant other stock company, the summary of actions taken by the candidate to prevent the occurrence of the events and to deal with the

- events after the occurrence thereof);
- (v) if the candidate has not been involved in the management of a company (including a foreign company) in the past by any method other than serving as an outside director or outside company auditor (limited to an outside officer), reasons why the company reached judgment that the candidate would be able to appropriately perform duties as an outside director who is an Audit and Supervisory Committee Member even though the candidate has not been involved in the management;
 - (vi) when it is known to the company that the candidate falls under any of the following persons, a statement to that effect:
 - (a) a person who served as an executive or officer (excluding person who is an executive; hereinafter the same applies in sub-items (c) and (e)2.) of the company or subsidiary company thereof in the past;
 - (b) a person who is serving as the Parent Company, etc. (limited to a natural person; hereinafter the same applies in sub-items (b) and (e)1.) of the company or served as the Parent Company, etc. of the company in the past five years;
 - (c) a person who is serving as an executive or officer of a specified associated company of the company or served as an executive or officer of a specified associated company of the company (excluding subsidiary company of the company) in the past five years;
 - (d) a person who is to receive, or has received in the past two years, a large sum of money or other property (excluding remuneration, etc. received as a director, accounting advisor, company auditor, executive officer, or in any similar capacity) from the company or a specified associated company of the company;
 - (e) a spouse or relative within the third degree of kinship of the following persons, or any other person equivalent thereto (excluding those that are not material):
 - 1. Parent Company, etc. of the company;
 - 2. executive or officer of the company or a specified associated company of the company.
 - (f) if the company, through a Merger, etc., succeeded to or accepted the rights and obligations of other stock company with respect to its business in the past two years, a person who was not an outside director or company auditor of the company but served as an executive of the relevant other stock company immediately prior to the Merger, etc.
 - (vii) when the candidate is currently serving as an outside director or director who is an Audit and Supervisory Committee Member of the company, the number of years since the candidate assumes the office;
 - (viii) when the candidate wishes to state opinions regarding the matters listed

in the preceding items, the content of the opinions.

(Proposal on Election of Accounting Advisor)

Article 3 When a director of a company issuing the shares submits a proposal on the election of an accounting advisor, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) the matters prescribed in (a) or (b) below according to the category of the case specified therein:
 - (a) if a candidate is a certified public accountant (including a foreign certified public accountant prescribed in Article 16-2, paragraph (5) of the Certified Public Accountants Act (Act No. 103 of 1948); the same applies hereinafter) or certified public tax accountant: the name, location of office, birth dates, and brief biographical outline of the candidate;
 - (b) if a candidate is an audit corporation or tax accountant corporation: its name, location of principal office, and business history.
- (ii) if the candidate has not consented to assume office, a statement to that effect;
- (iii) when the accounting advisor wishes to state opinions under Article 345, paragraph (1) of the Companies Act, summary of the opinions;
- (iv) if a contract prescribed in Article 427, paragraph (1) of the Companies Act has been entered into or is due to be entered into between the candidate and the company, summary of the content of the contract;
- (v) if the candidate was subject to a disposition of suspension of services in the past two years, the matters that the solicitor considers it appropriate to contain in the Reference Documents with respect to the disposition.

(Proposal on Election of Company Auditor)

Article 4 (1) When a director of a company issuing the shares submits a proposal on the election of a company auditor, if solicitation of proxy voting is carried out by or for the company with respect to the share, the Reference Documents must contain the following matters:

- (i) the name, birth dates, and brief biographical outline of the candidate;
- (ii) when a special interest exists between the candidate and the company, the outline of the special interest;
- (iii) if the candidate has not consented to assume office, a statement to that effect;
- (iv) if the proposal has been submitted pursuant to a request under Article 343, paragraph (2) of the Companies Act, a statement to that effect;
- (v) when a company auditor wishes to state opinions under Article 345, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to

- paragraph (4) of the same Article, summary of the opinions;
- (vi) if a contract prescribed in Article 427, paragraph (1) of the Companies Act has been entered into or is due to be entered into between the candidate and the company, summary of the content of the contract;
 - (vii) the number of shares in the company held by the candidate (in the case of a company with class shares, the classes of shares and the number of shares for each class);
 - (viii) when, if the candidate is to assume the office of company auditor of the company, it will result in the concurrent holding of important positions prescribed in Article 121, item (viii) of the Regulation for Enforcement of the Companies Act, the fact;
 - (ix) when the candidate is currently serving as a company auditor of the company, the position and duties of the candidate at the company.
- (2) In the case prescribed in the preceding paragraph, when the company issuing the shares is a Subsidiary Company, etc. of another person, the Reference Documents must contain the following matters:
- (i) when the candidate is currently the relevant other person (limited to a natural person), a statement to that effect;
 - (ii) when the candidate is currently serving as an executive of the relevant other person (including a Subsidiary Company, etc. of the relevant other person (excluding the company); hereinafter the same applies in this paragraph), the position and duties of the candidate under the relevant other person;
 - (iii) when it is known to the company that the candidate served as an executive of the relevant other person in the past five years, the position and duties of the candidate under the relevant other person.
- (3) In the case prescribed in paragraph (1), when the candidate is a candidate for outside company auditor (meaning a candidate for outside company auditor prescribed in Article 2, paragraph (3), item (viii) of the Regulation for Enforcement of the Companies Act; hereinafter the same applies in this paragraph), the Reference Documents must contain the following matters:
- (i) the fact that the candidate is a candidate for outside company auditor;
 - (ii) reasons for selecting the candidate as a candidate for outside company auditor;
 - (iii) if the candidate is currently serving as an outside company auditor (limited to an outside officer; hereinafter the same applies in this paragraph) of the company, when any violation of laws or regulations, or the articles of incorporation, or any other events regarding unjust execution of services (excluding those that are not material) happened in the company during the period when the candidate was in office following the last election, the fact of the events and the summary of actions taken by the candidate to prevent the

- occurrence of the events and to deal with the events after the occurrence thereof;
- (iv) if the candidate served as a director, executive officer or company auditor of other stock company in the past five years, when the fact is known to the company that any violation of laws or regulations, or the articles of incorporation, or any other events regarding unjust execution of services happened in the relevant other stock company during the period when the candidate was in office, the facts of the events (excluding those that are not material and including, if the candidate was an outside director or company auditor of the relevant other stock company, the summary of actions taken by the candidate to prevent the occurrence of the events and to deal with the events after the occurrence thereof);
 - (v) if the candidate has not been involved in the management of a company (including a foreign company) in the past by any method other than serving as an outside director or outside company auditor, reasons why the solicitor reached judgment that the candidate would be able to appropriately perform duties as an outside company auditor even though the candidate has not been involved in the management;
 - (vi) when it is known to the company that the candidate falls under any of the following persons, a statement to that effect:
 - (a) a person who served as an executive or officer (excluding person who is an executive; hereinafter the same applies in sub-items (c) and (e)2.) of the company or subsidiary company thereof in the past;
 - (b) a person who is serving as the Parent Company, etc. (limited to a natural person; hereinafter the same applies in sub-items (b) and (e)1.) of the company or served as the Parent Company, etc. of the company in the past five years;
 - (c) a person who is serving as an executive or officer of a specified associated company of the company or served as an executive or officer of a specified associated company of the company (excluding subsidiary company of the company) in the past five years;
 - (d) a person who is to receive, or has received in the past two years, a large sum of money or other property (excluding remuneration, etc. received as a company auditor) from the company or a specified associated company of the company;
 - (e) a spouse, relative within the third degree of kinship of the following persons, or any other person equivalent thereto (excluding those that are not material):
 - 1. Parent Company, etc. of the company;
 - 2. executive or officer of the company or a specified associated company of the company.

- (f) if the company, through a Merger, etc., succeeded to or accepted the rights and obligations of other stock company with respect to its business in the past two years, a person who was not an outside company auditor of the company but served as an executive the relevant other stock company immediately prior to the Merger, etc.
- (vii) when the candidate is currently serving as a company auditor of the company, the number of years since the candidate assumes the office;
- (viii) when the candidate wishes to state opinions regarding the matters listed in the preceding items, the content of the opinions.

(Proposal on Election of Accounting Auditor)

Article 5 When a director of a company issuing the shares submits a proposal on the election of an accounting auditor, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) the matters prescribed in (a) or (b) below according to the category of the case specified therein:
 - (a) if a candidate is a certified public accountant: the name, location of office, birth dates, and brief biographical outline of the candidate;
 - (b) If a candidate is an audit corporation: its name, location of principal office, and business history.
- (ii) if the candidate has not consented to assume office, a statement to that effect;
- (iii) the reason why the company auditor (board of company auditors in the case of a Company with Board of Company Auditors, Audit and Supervisory Committee in the case of a Company with Audit and Supervisory Committee and audit committee in the case of a Company with Nominating Committee, etc.) selected the candidate as a candidate for accounting auditor;
- (iv) when the accounting auditor wishes to state opinions under Article 345, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 345, paragraph (5) of the Companies Act, summary of the opinions;
- (v) if a contract prescribed in Article 427, paragraph (1) of the Companies Act has been entered into or is due to be entered into between the candidate and the company, summary of the content of the contract;
- (vi) if the candidate is currently subject to a disposition of suspension of services and has not yet passed the period of suspension of services, matters pertaining to the disposition;
- (vii) if the candidate was subject to a disposition of suspension of services in the past two years, the matters that the solicitor considers it appropriate to contain in the Reference Documents with respect to the disposition;
- (viii) when the candidate is to receive, or has received in the past two years, a

large sum of money or other property (excluding remuneration, etc. (including those equivalent thereto prescribed in laws and regulations other than the Companies Act) received as accounting auditor and consideration for the services prescribed in Article 2, paragraph (1) of the Certified Public Accountants Act) from those specified in sub-item (a) or (b) below according to the category set forth therein, the details of the money or property:

- (a) when the company has a Parent Company, etc.: the company, the Parent Company, etc. or Subsidiary Company, etc. (excluding the company) or associated company (including those equivalent to an associated company if the Parent Company, etc. is not a company) of the Parent Company, etc.;
- (b) when the company does not have a Parent Company, etc.: the company, or subsidiary company or associated company of the company.

(Proposal on Dismissal of Directors)

Article 6 When a director of a company issuing the shares submits a proposal on the dismissal of a director (excluding directors who are Audit and Supervisory Committee Members when the company is a Company with Audit and Supervisory Committee; hereinafter the same applies in item (i)), if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) name of the directors;
- (ii) reasons for dismissal;
- (iii) when the company is a Company with Audit and Supervisory Committee, and the Audit and Supervisory Committee wishes to state opinions under Article 342-2, paragraph (4) of the Companies Act, summary of the opinions.

(Proposal on Dismissal of Director Who Is an Audit and Supervisory Committee Member)

Article 6-2 When a director of a company issuing the shares submits a proposal on the dismissal of a director who is an Audit and Supervisory Committee Member, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) name of the director who is an Audit and Supervisory Committee Member;
- (ii) reasons for dismissal;
- (iii) when the director who is an Audit and Supervisory Committee Member wishes to state opinions under Article 342-2, paragraph (1) of the Companies Act, summary of the opinions.

(Proposal on Dismissal of Accounting Advisor)

Article 7 When a director of a company issuing the shares submits a proposal on

the dismissal of an accounting advisor, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) name of the accounting advisor;
- (ii) reasons for dismissal;
- (iii) when the accounting advisor wishes to state opinions under Article 345, paragraph (1) of the Companies Act, summary of the opinions.

(Proposal on Dismissal of Company Auditor)

Article 8 When a director of a company issuing the shares submits a proposal on the dismissal of a company auditor, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) name of the company auditor;
- (ii) reasons for dismissal;
- (iii) when the company auditor wishes to state opinions under Article 345, paragraph (1) of the Companies Act as applied *mutatis mutandis* pursuant to Article 345, paragraph (4) of the Companies Act, summary of the opinions.

(Proposal on Dismissal or Refusal of Reelection of Accounting Auditor)

Article 9 When a director of a company issuing the shares submits a proposal on the dismissal or refusal of reelection of an accounting auditor, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) name of the accounting auditor;
- (ii) the reason why the company auditor (board of company auditors in the case of a Company with Board of Company Auditors, Audit and Supervisory Committee in the case of a Company with Audit and Supervisory Committee and audit committee in the case of a Company with Nominating Committee, etc.) determined the content of the proposal;
- (iii) when the accounting auditor wishes to state opinions under Article 345, paragraph (1) of the Companies Act as applied *mutatis mutandis* pursuant to Article 345, paragraph (5) of the Companies Act, summary of the opinions.

(Proposal on Remuneration, etc. for Directors)

Article 10 (1) When a director of a company issuing the shares submits a proposal on remuneration, etc. for directors (excluding directors who are Audit and Supervisory Committee Members when the company is a Company with Audit and Supervisory Committee; hereinafter the same applies in this paragraph and paragraph (3)), if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must

contain the following matters:

- (i) criteria for calculation of the matters listed in each item of Article 361, paragraph (1) of the Companies Act;
 - (ii) when the proposal is to change the matters listed in each item of Article 361, paragraph (1) of the Companies Act that have already been prescribed, reasons for the change;
 - (iii) when the proposal relates to provisions regarding two or more directors, the number of directors pertaining to the provisions;
 - (iv) when the proposal relates to retirement allowance, brief biographical outlines of each retiring director;
 - (v) when the company is a Company with Audit and Supervisory Committee, and the Audit and Supervisory Committee wishes to state opinions under Article 361, paragraph (6) of the Act, summary of the opinions.
- (2) In the case prescribed in item (iv) of the preceding paragraph, when the proposal is to leave the decision of an amount of retirement allowance to the discretion of directors, company auditors or any other third parties save it is decided in accordance with certain criteria, the Reference Documents must contain the details of the criteria; provided, however, that this does not apply if appropriate measures have been taken to ensure that the criteria are known to each shareholder.
- (3) In the case prescribed in paragraph (1), when some of the directors of the company issuing the shares are outside directors (excluding those who are Audit and Supervisory Committee Members, and limited to outside officers; hereinafter the same applies in this paragraph), in the Reference Documents, among the matters listed in item (i) to (iii) of paragraph (1), matters relating to outside directors must be contained separately from those relating to other directors.

(Proposal on Remuneration, etc. for Directors Who Are Audit and Supervisory Committee Members)

Article 10-2 (1) When a director of a company issuing the shares submits a proposal on remuneration, etc. for directors who are Audit and Supervisory Committee Members, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) criteria for calculation of the matters listed in each item of Article 361, paragraph (1) of the Companies Act;
- (ii) when the proposal is to change the matters listed in each item of Article 361, paragraph (1) of the Companies Act that have already been prescribed, reasons for the change;
- (iii) when the proposal relates to provisions regarding two or more directors

who are Audit and Supervisory Committee Members, the number of directors who are Audit and Supervisory Committee Members pertaining to the provisions;

- (iv) when the proposal relates to retirement allowance, brief biographical outlines of each retiring director who is an Audit and Supervisory Committee Member;
- (v) when the director who is an Audit and Supervisory Committee Member wishes to state opinions under Article 361, paragraph (5) of the Companies Act, summary of the opinions.

(2) In the case prescribed in item (iv) of the preceding paragraph, when the proposal is to leave the decision of an amount of retirement allowance to the discretion of directors or any other third parties in accordance with certain criteria, the Reference Documents must contain the details of the criteria; provided, however, that this does not apply if appropriate measures have been taken to ensure that the criteria are known to each shareholder.

(Proposal on Remuneration, etc. for Accounting Advisor)

Article 11 (1) When a director of a company issuing the shares submits a proposal on remuneration, etc. for an accounting advisor, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) criteria for calculation of the matters listed in Article 379, paragraph (1) of the Companies Act;
- (ii) when the proposal is to change the matters listed in Article 379, paragraph (1) of the Companies Act that have already been prescribed, reasons for the change;
- (iii) when the proposal relates to provisions regarding two or more accounting advisors, the number of accounting advisors pertaining to the provisions;
- (iv) when the proposal relates to retirement allowance, brief biographical outlines of each retiring accounting advisor;
- (v) when the accounting advisor wishes to state opinions under Article 379, paragraph (3) of the Companies Act, summary of the opinions.

(2) In the case prescribed in item (iv) of the preceding paragraph, when the proposal is to leave the decision of an amount of retirement allowance to the discretion of directors, company auditors or any other third parties save it is decided in accordance with certain criteria, the Reference Documents must contain the details of the criteria; provided, however, that this does not apply if appropriate measures have been taken to ensure that the criteria are known to each shareholder.

(Proposal on Remuneration, etc. for Company Auditor)

Article 12 (1) When a director of a company issuing the shares submits a proposal on remuneration, etc. for a company auditor, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) criteria for calculation of the matters listed in Article 387, paragraph (1) of the Companies Act;
 - (ii) when the proposal is to change the matters listed in Article 387, paragraph (1) of the Companies Act that have already been prescribed, reasons for the change;
 - (iii) when the proposal relates to provisions regarding two or more company auditors, the number of company auditors pertaining to the provisions;
 - (iv) when the proposal relates to retirement allowance, brief biographical outlines of each retiring company auditor;
 - (v) when the company auditor wishes to state opinions under Article 387, paragraph (3) of the Companies Act, summary of the opinions.
- (2) In the case prescribed in item (iv) of the preceding paragraph, when the proposal is to leave the decision of an amount of retirement allowance to the discretion of directors, company auditors or any other third parties save it is decided in accordance with certain criteria, the Reference Documents must contain the details of the criteria; provided, however, that this does not apply if appropriate measures have been taken to ensure that the criteria are known to each shareholder.

(Proposal on Retirement Allowance to Officers, etc. Who Are Exempted from Liability)

Article 12-2 In the cases listed in the following items where a director of a company issuing the shares submits a proposal on the resolution of approval prescribed in Article 425, paragraph (4) of the Companies Act (including the cases where applied mutatis mutandis pursuant to Article 426, paragraph (8) and Article 427, paragraph (5) of the Companies Act), when solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the amount prescribed in each item of Article 114 of the Regulation for Enforcement of the Companies Act to be received by officers, etc. (meaning the officers, etc. prescribed in Article 423, paragraph (1) of the Companies Act; the same applies hereinafter) who are exempted from liability or decided not to be liable, and the details of those prescribed in each item of Article 115 of the same Regulation to be granted to the officers, etc.:

- (i) if officers, etc. are exempted from liability in accordance with the resolution prescribed in Article 425, paragraph (1) of the Companies Act;
- (ii) if officers, etc. are exempted from liability in accordance with the provisions

of the articles of incorporation under Article 426, paragraph (1) of the Companies Act;

- (iii) if a contract under Article 427, paragraph (1) of the Companies Act provides that Non-Executive Directors, etc. prescribed in that paragraph are not to be liable for damages in excess of the limit prescribed in that paragraph.

(Approval of Relevant Financial Statements)

Article 13 When a director of a company issuing the shares submits a proposal on approval of relevant financial statements (meaning the relevant financial statements prescribed in Article 2, paragraph (3), item (xi) of the Regulation for Enforcement of the Companies Act), if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) when the accounting auditor wishes to state opinions under Article 398, paragraph (1) of the Companies Act, the details of the opinions;
- (ii) if the company is a company with board of directors, when the board of directors wishes to state opinions, a summary of the opinions.

Article 13-2 When a director of a company issuing the shares submits a proposal on the acquisition of Shares Subject to Class-Wide Call, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for acquiring the Shares Subject to Class-Wide Call;
- (ii) content of matters set forth in each item of Article 171, paragraph (1) of the Companies Act;
- (iii) when there are matters specified in each item of Article 33-2, paragraph (1) of the Regulation for Enforcement of the Companies Act (excluding item (iv)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters.

(Consolidation of Shares)

Article 13-3 When a director of a company issuing the shares submits a proposal on the consolidation of shares (meaning consolidation of shares prescribed in Article 182-2, paragraph (1) of the Companies Act), if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for the consolidation of shares;
- (ii) content of matters set forth in each item of Article 180, paragraph (2) of the Companies Act;
- (iii) when there are matters specified in Article 33-9, items (i) and (ii) of the

Regulation for Enforcement of the Companies Act on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters.

(Proposal on Approval of Absorption-type Merger Contract)

Article 14 When a director of a company issuing the shares submits a proposal on approval of absorption-type merger contract, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for implementing the absorption-type merger;
- (ii) summary of the content of the absorption-type merger contract;
- (iii) if the company is a stock company disappearing in the absorption-type merger (meaning a stock company disappearing in the absorption-type merger prescribed in Article 749, paragraph (1), item (ii) of the Companies Act), when there are matters specified in each item of Article 182, paragraph (1) of the Regulation for Enforcement of the Companies Act (excluding items (v) and (vi)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters;
- (iv) if the company is a stock company surviving the absorption-type merger (meaning a stock company surviving the absorption-type merger prescribed in Article 749, paragraph (1), item (i) of the Companies Act), when there are matters specified in each item of Article 191 of the Regulation for Enforcement of the Companies Act (excluding items (vi) and (vii)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters.

(Proposal on Approval of Absorption-Type Company Split Contract)

Article 15 When a director of a company issuing the shares submits a proposal on approval of an absorption-type company split contract, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for implementing the absorption-type company split;
- (ii) summary of the content of the absorption-type company split contract;
- (iii) if the company is a stock company splitting in the absorption-type split (meaning a stock company splitting in the absorption-type split prescribed in Article 758, item (ii) of the Companies Act), when there are matters specified in each item of Article 183 of the Regulation for Enforcement of the Companies Act (excluding items (ii), (vi) and (vii)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters;
- (iv) if the company is a stock company succeeding in the absorption-type split

(meaning a stock company succeeding in the absorption-type split prescribed in Article 758, item (i) of the Companies Act), when there are matters specified in each item of Article 192 of the Regulation for Enforcement of the Companies Act (excluding items (ii), (vii) and (viii)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters.

(Proposal on Approval of Share Exchange Contract)

Article 16 When a director of a company issuing the shares submits a proposal on approval of share exchange contract, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for implementing the share exchange;
- (ii) summary of the content of the share exchange contract;
- (iii) if the company is a wholly owned subsidiary company resulting from the share exchange (meaning a wholly owned subsidiary company resulting from the share exchange prescribed in Article 768, paragraph (1), item (i) of the Companies Act), when there are matters specified in each item of Article 184, paragraph (1) of the Regulation for Enforcement of the Companies Act (excluding items (v) and (vi)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters;
- (iv) if the company is a wholly owning parent stock company resulting from the share exchange (meaning a wholly owning parent stock company resulting from the share exchange prescribed in Article 768, paragraph (1), item (i) of the Companies Act), when there are matters specified in each item of Article 193 of the Regulation for Enforcement of the Companies Act (excluding items (v) and (vi)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters.

(Proposal on Approval of Consolidation-Type Merger Contract)

Article 17 When a director of a company issuing the shares submits a proposal on approval of consolidation-type merger contract, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for implementing the consolidation-type merger;
- (ii) summary of the content of the consolidation-type merger contract;
- (iii) if the company is a stock company disappearing in the consolidation-type merger (meaning a stock company disappearing in the consolidation-type merger prescribed in Article 753, paragraph (1), item (vi) of the Companies Act), when there are matters specified in each item of Article 204 of the Regulation for Enforcement of the Companies Act (excluding items (vi) and

- (vii)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters;
- (iv) matters prescribed in Article 2 with regard to the persons who become directors of a stock company incorporated in the consolidation-type merger (meaning a stock company incorporated in the consolidation-type merger prescribed in Article 753, paragraph (1), item (ii) of the Companies Act; hereinafter the same applies in this Article and Article 35) (when the stock company incorporated in the consolidation-type merger is a Company with Audit and Supervisory Committee, excluding persons who become directors who are Audit and Supervisory Committee Members of the company);
- (v) when a stock company incorporated in the consolidation-type merger is a Company with Audit and Supervisory Committee, matters prescribed in Article 2-3 with regard to the persons who become directors who are Audit and Supervisory Committee Members of the company;
- (vi) when a stock company incorporated in the consolidation-type merger is a company with accounting advisors, matters prescribed in Article 3 with regard to the persons who become accounting advisors of the company;
- (vii) when a stock company incorporated in the consolidation-type merger is a company with company auditors (including any stock company the articles of incorporation of which provide that the scope of audit by its company auditors is limited to an audit related to accounting; the same applies hereinafter), matters prescribed in Article 4 with regard to the persons who become company auditors of the company;
- (viii) when a stock company incorporated in the consolidation-type merger is a company with accounting auditors, matters prescribed in Article 5 with regard to the persons who become accounting auditors of the company.

(Proposal on Approval of Incorporation-Type Company Split Plan)

Article 18 When a director of a company issuing the shares submits a proposal on approval of an incorporation-type company split plan, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for implementing the incorporation-type company split;
- (ii) summary of the content of the incorporation-type company split plan;
- (iii) if the company is a stock company splitting in the incorporation-type split (meaning a stock company splitting in the incorporation-type split prescribed in Article 763, paragraph (1), item (v) of the Companies Act), when there are matters specified in each item of Article 205 of the Regulation for Enforcement of the Companies Act (excluding items (vii) and (viii)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters.

(Proposal on Approval of Share Transfer Plan)

Article 19 When a director of a company issuing the shares submits a proposal on approval of share transfer plan, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for implementing the share transfer;
- (ii) summary of the content of the share transfer plan;
- (iii) if the company is a wholly owned subsidiary company resulting from the share transfer (meaning a wholly owned subsidiary company resulting from the share transfer prescribed in Article 773, paragraph (1), item (v) of the Companies Act), when there are matters specified in each item of Article 206 of the Regulation for Enforcement of the Companies Act (excluding items (v) and (vi)) on the day when the decision is made under Article 298, paragraph (1) of the Companies Act, summary of the matters;
- (iv) matters prescribed in Article 2 with regard to the persons who become directors of a wholly owning parent company incorporated in the share transfer (meaning a wholly owning parent company incorporated in the share transfer prescribed in Article 773, paragraph (1), item (i) of the Companies Act; hereinafter the same applies in this Article and Article 37) (when the wholly owning parent company incorporated in the share transfer is a Company with Audit and Supervisory Committee, excluding persons who become directors who are Audit and Supervisory Committee Members of the company);
- (v) when a wholly owning parent company incorporated in the share transfer is a Company with Audit and Supervisory Committee, matters prescribed in Article 2-3 with regard to the persons who become directors who are Audit and Supervisory Committee Members of the company;
- (vi) when a wholly owning parent company incorporated in the share transfer is a company with accounting advisors, matters prescribed in Article 3 with regard to the persons who become accounting advisors of the company;
- (vii) when a wholly owning parent company incorporated in the share transfer is a company with company auditors, matters prescribed in Article 4 with regard to the persons who become company auditors of the company;
- (viii) when a wholly owning parent company incorporated in the share transfer is a company with accounting auditors, matters prescribed in Article 5 with regard to the persons who become accounting auditors of the company.

(Proposal on Approval of Contract of Business Transfer, etc.)

Article 20 When a director of a company issuing the shares submits a proposal on approval of a contract of business transfer, etc. (meaning the business

transfer, etc. prescribed in Article 468, paragraph (1) of the Companies Act; hereinafter the same applies in this Article and Article 38), if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters:

- (i) reasons for implementing the business transfer, etc.;
- (ii) summary of the content of the contract of business transfer, etc.;
- (iii) the summary of matters relating to the reasonableness of the calculation of consideration to be received by the company or to be paid to the other party to the contract in accordance with the contract.

(Proposal on Election of Director)

Article 21 When a director of a company issuing the shares submits a proposal on the election of a director (excluding directors who are Audit and Supervisory Committee Members; hereinafter the same applies in item (ii)), if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) the name, birth dates, and brief biographical outline of the candidate;
- (ii) when, if the candidate is to assume the office of director of the company, it will result in the concurrent holding of important positions prescribed in Article 121, item (viii) of the Regulation for Enforcement of the Companies Act, the fact;
- (iii) when a special interest exists between the candidate and the company, the outline of the special interest;
- (iv) when the candidate is currently serving as a director of the company, the position and duties of the candidate in the company.

(Proposal on Election of Director Who Is an Audit and Supervisory Committee Member)

Article 21-2 When a director of a company issuing the shares submits a proposal on the election of a director who is an Audit and Supervisory Committee Member, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) the name, birth dates, and brief biographical outline of the candidate;
- (ii) when, if the candidate is to assume the office of director who is an Audit and Supervisory Committee Member of the company, it will result in the concurrent holding of important positions prescribed in Article 121, item (viii) of the Regulation for Enforcement of the Companies Act, the fact;
- (iii) when a special interest exists between the candidate and the company, the outline of the special interest;
- (iv) when the candidate is currently serving as a director of the company, the

position and duties of the candidate in the company.

(Proposal on Election of Accounting Advisor)

Article 22 When a director of a company issuing the shares submits a proposal on the election of an accounting advisor, if solicitation of proxy voting is carried out with respect to the share other than by or for the company, the Reference Documents must contain the following matters:

- (i) the matters prescribed in (a) or (b) below according to the category of the case specified therein:
 - (a) if the candidate is a certified public accountant or certified public tax accountant: the name, location of office, birth dates, and brief biographical outline of the candidate;
 - (b) if the candidate is an audit corporation or tax accountant corporation: its name, location of principal office, and business history.
- (ii) if the candidate was subject to a disposition of suspension of services in the past two years, the matters that the solicitor considers it appropriate to contain in the Reference Documents with respect to the disposition.

(Proposal on Election of Company Auditor)

Article 23 When a director of a company issuing the shares submits a proposal on the election of a company auditor, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) the name, birth dates, and brief biographical outline of the candidate;
- (ii) when a special interest exists between the candidate and the company, the outline of the special interest;
- (iii) when, if the candidate is to assume the office of company auditor of the company, it will result in the concurrent holding of important positions prescribed in Article 121, item (viii) of the Regulation for Enforcement of the Companies Act, such fact;
- (iv) when the candidate is currently serving as a company auditor of the company, the position and duties of the candidate at the company.

(Proposal on Election of Accounting Auditor)

Article 24 When a director of a company issuing the shares submits a proposal on the election of an accounting auditor, if solicitation of proxy voting with respect to the shares is carried out other than by or for the company, the Reference Documents must contain the following matters:

- (i) the matters prescribed in (a) or (b) below according to the category the case specified therein:
 - (a) if the candidate is a certified public accountant: the name, location of

- office, birth dates, and brief biographical outline of the candidate;
- (b) if the candidate is an audit corporation: its name, location of principal office, and business history.
- (ii) if the candidate is currently subject to a disposition of suspension of services and has not yet passed the period of suspension of services, matters pertaining to the disposition;
- (iii) if the candidate was subject to a disposition of suspension of services in the past two years, the matters that the solicitor considers it appropriate to contain in the Reference Documents with respect to the disposition.

(Proposal on Dismissal of Director)

Article 25 When a director of a company issuing the shares submits a proposal on the dismissal of a director (excluding directors who are Audit and Supervisory Committee Members when the company is a Company with Audit and Supervisory Committee), if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the name and brief biographical outline of the director to be dismissed.

(Proposal on Dismissal of Director Who Is an Audit and Supervisory Committee Member)

Article 25-2 When a director of a company issuing the shares submits a proposal on the dismissal of a director who is an Audit and Supervisory Committee Member, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the name and brief biographical outline of the director who is an Audit and Supervisory Committee Member.

(Proposal on Dismissal of Accounting Advisor)

Article 26 When a director of a company issuing the shares submits a proposal on the dismissal of an accounting advisor, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the matters prescribed in each of the following items according to the category the case specified in those items:

- (i) if accounting advisor is a certified public accountant or certified public tax accountant: the name and brief biographical outline of the accounting advisor;
- (ii) if accounting advisor is an audit corporation or tax accountant corporation: its name and business history.

(Proposal on Dismissal of Company Auditor)

Article 27 When a director of a company issuing the shares submits a proposal on the dismissal of a company auditor, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the name and brief biographical outline of the company auditor.

(Proposal on Dismissal or Refusal of Reelection of Accounting Auditor)

Article 28 When a director of a company issuing the shares submits a proposal on the dismissal or refusal of reelection of an accounting auditor, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the matters prescribed in each of the following items according to the category of the case specified in those items:

- (i) if an accounting auditor is a certified public accountant: the name and brief biographical outline of the financial auditor;
- (ii) if an accounting auditor is an audit corporation: its name and business history.

(Proposal on Remuneration, etc. for Director)

Article 29 When a director of a company issuing the shares submits a proposal on remuneration, etc. for a director (excluding directors who are Audit and Supervisory Committee Members when the company is a Company with Audit and Supervisory Committee; hereinafter the same applies in this Article), if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) the name and brief biographical outline of the director;
- (ii) when the proposal relates to provisions regarding two or more directors, the number of directors pertaining to the provisions;
- (iii) when the proposal relates to retirement allowance, a brief biographical outline of each retiring director.

(Proposal on Remuneration, etc. for Director Who Is an Audit and Supervisory Committee Member)

Article 29-2 When a director of a company issuing the shares submits a proposal on remuneration, etc. for a director who is an Audit and Supervisory Committee Member, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) when the proposal relates to provisions regarding two or more directors who are Audit and Supervisory Committee Members, the number of directors who

are Audit and Supervisory Committee Members pertaining to the provisions;
(ii) when the proposal relates to retirement allowance, brief biographical outlines of each retiring director who is an Audit and Supervisory Committee Member.

(Proposal on Remuneration, etc. for Accounting Advisor)

Article 30 When a director of a company issuing the shares submits a proposal on remuneration, etc. for an accounting advisor, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) the matters prescribed in (a) or (b) below according to the category of the case specified therein:
 - (a) if accounting advisor is a certified public accountant or certified public tax accountant, the name and brief biographical outline of the accounting advisor;
 - (b) if accounting advisor is an audit corporation or tax accountant corporation, its name and business history.
- (ii) when the proposal relates to provisions regarding two or more accounting advisors, the number of accounting advisor pertaining to the provisions;
- (iii) when the proposal relates to retirement allowance, a brief biographical outline of each retiring accounting advisor.

(Proposal on Remuneration, etc. for Company Auditor)

Article 31 When a director of a company issuing the shares submits a proposal on remuneration, etc. for a company auditor, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) the name and brief biographical outline of the company auditor;
- (ii) when the proposal relates to provisions regarding two or more company auditors, the number of company auditors pertaining to the provisions;
- (iii) when the proposal relates to retirement allowance, brief biographical outline of each retiring company auditor.

(Proposal on Approval of Absorption-Type Merger Contract)

Article 32 When a director of a company issuing the shares submits a proposal on approval of absorption-type merger contract, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the summary of the content of the absorption-type merger contract.

(Proposal on Approval of Absorption-Type Company Split Contract)

Article 33 When a director of a company issuing the shares submits a proposal on approval of absorption-type company split Contract, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the summary of the content of the absorption-type company split contract.

(Proposal on Approval of Share Exchange Contract)

Article 34 When a director of a company issuing the shares submits a proposal on approval of a share exchange contract, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the summary of the content of the share exchange contract.

(Proposal on Approval of Consolidation-Type Merger Contract)

Article 35 When a director of a company issuing the shares submits a proposal on approval of a consolidation-type merger contract, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) summary of the content of the consolidation-type merger contract;
- (ii) matters prescribed in Article 21 with regard to the persons who become directors of the stock company incorporated in the consolidation-type merger (when the stock company incorporated in the consolidation-type merger is a Company with Audit and Supervisory Committee, excluding persons who become directors who are Audit and Supervisory Committee Members of the company);
- (iii) when a stock company incorporated in the consolidation-type merger is a Company with Audit and Supervisory Committee, matters prescribed in Article 21-2 with regard to the persons who become directors who are Audit and Supervisory Committee Members of the company;
- (iv) when a stock company incorporated in the consolidation-type merger is a company with accounting advisors, matters prescribed in Article 22 with regard to the persons who become accounting advisors of the company;
- (v) when a stock company incorporated in the consolidation-type merger is a company with company auditors, matters prescribed in Article 23 with regard to the persons who become company auditors of the company;
- (vi) when a stock company incorporated in the consolidation-type merger is a company with accounting auditors, matters prescribed in Article 24 with regard to the persons who become accounting auditors of the company.

(Proposal on Approval of Incorporation-Type Company Split Plan)

Article 36 When a director of a company issuing the shares submits a proposal

on approval of an incorporation-type company split plan, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the summary of the content of the incorporation-type company split plan.

(Proposal on Approval of Share Transfer Plan)

Article 37 When a director of a company issuing the shares submits a proposal on approval of a share transfer plan, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the following matters:

- (i) summary of the content of the share transfer plan;
- (ii) matters prescribed in Article 21 with regard to the persons who become directors of a wholly owning parent company incorporated in the share transfer (when the wholly owning parent company incorporated in the share transfer is a Company with Audit and Supervisory Committee, excluding persons who become directors who are Audit and Supervisory Committee Members of the company);
- (iii) when a wholly owning parent company incorporated in the share transfer is a Company with Audit and Supervisory Committee, matters prescribed in Article 21-2 with regard to the persons who become directors who are Audit and Supervisory Committee Members of the company;
- (iv) when a wholly owning parent company incorporated in the share transfer is a company with accounting advisors, matters prescribed in Article 22 with regard to the persons who become accounting advisors of the company;
- (v) when a wholly owning parent company incorporated in the share transfer is a company with company auditors, matters prescribed in Article 23 with regard to the persons who become company auditors of the company;
- (vi) when a wholly owning parent company incorporated in the share transfer is a company with accounting auditors, matters prescribed in Article 24 with regard to the persons who become accounting auditors of the company.

(Proposal on Approval of Contract of Business Transfer, etc.)

Article 38 When a director of a company issuing the shares submits a proposal on approval of a contract of business transfer, etc., if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain the summary of the content of the contract of business transfer , etc.

(Matters to Be Contained in Case of Solicitation Regarding Shareholders'
Proposal by Company Issuing the Shares)

Article 39 (1) When shareholders of a company issuing the shares submit a

proposal, if solicitation of proxy voting is carried out by or for the company with respect to the shares, the Reference Documents must contain the following matters (if the matters listed in item (iii) to (v) inclusive below consist of many letters, symbols, and other things to such extent that it would not be appropriate to contain all of them in the Reference Documents (including the cases where such matters exceed the volume predetermined by the company within which the company is to contain all of the in the Reference Documents), the summary of the matters):

- (i) the fact that the proposal has been submitted by shareholders;
 - (ii) when the director (in the case of a company with board of directors, the board of directors) wishes to state opinions on the proposal, the content of the opinions;
 - (iii) when shareholders, at the time of making demand under Article 305, paragraph (1) of the Companies Act, notify the company of reasons for a proposal (excluding those when the reasons are clearly false or when it is found that the sole purpose of making the proposal is to harm the reputation of or insult a person), the reasons;
 - (iv) if a proposal relates to the election of persons listed in (a) to (e) below, when shareholders, at the time of making demand under Article 305, paragraph (1) of the Companies Act, notify the company of the matters prescribed in (a) to (e) below (excluding those when such matters are clearly false), the content of the matters:
 - (a) director: (excluding directors who are Audit and Supervisory Committee Members when the company is a Company with Audit and Supervisory Committee) matters prescribed in Article 2;
 - (b) director who is an Audit and Supervisory Committee Member: matters prescribed in Article 2-3;
 - (c) accounting advisor: matters prescribed in Article 3;
 - (d) company auditor: matters prescribed in Article 4;
 - (e) accounting auditor: matters prescribed in Article 5.
 - (v) if a proposal relates to matters listed in (a) or (b) below, when shareholders, at the time of making demand under Article 305, paragraph (1) of the Companies Act, notify the company of the matters prescribed in (a) or (b) below (excluding those when such matters are clearly false), the content of the matters:
 - (a) Acquisition of Shares Subject to Class-Wide Call: matters prescribed in Article 13-2;
 - (b) consolidation of shares: matters prescribed in Article 13-3.
- (2) If two or more shareholders have submitted proposals with the same purpose, the proposals and the content of opinions of directors (if the company is a company with board of directors, the board of directors) on the proposals are

not required to be contained individually in the Reference Documents; provided, however, the fact that two or more shareholders have submitted the proposals must be contained.

- (3) If two or more shareholders have submitted the same reasons for a proposal, the reasons are not required to be contained individually in the Reference Documents.

(Matters to Be Contained in Case of Solicitation Regarding Shareholders' Proposal Other Than by Company Issuing the Shares)

Article 40 When shareholders of a company issuing the shares submit a proposal, if solicitation of proxy voting is carried out with respect to the shares other than by or for the company, the Reference Documents must contain that the proposal has been submitted by shareholders and also state the following matters:

- (i) reasons for the proposal;
- (ii) when the proposal relates to the election of directors (excluding directors who are Audit and Supervisory Committee Members when the company is a Company with Audit and Supervisory Committee), the matters prescribed in Article 21;
- (iii) when the proposal relates to the election of directors who are Audit and Supervisory Committee Members, the matters prescribed in Article 21-2;
- (iv) when the proposal relates to the election of an accounting advisor, the matters prescribed in Article 22;
- (v) when the proposal relates to the election of a company auditor, the matters prescribed in Article 23;
- (vi) when the proposal relates to the election of an accounting auditor, the matters prescribed in Article 24.

(Matters to Be Contained at General Meeting of Class Shareholders)

Article 41 The provisions of each of the preceding Articles apply mutatis mutandis to the Reference Documents for general meeting of class shareholders.

(Electronic or Magnetic Means)

Article 42 (1) The means specified by Cabinet Office Order prescribed in Article 36-2, paragraph (2) of the Order (including the cases where applied mutatis mutandis pursuant to Article 36-5, paragraph (2) of the Order) are to be the following:

- (i) means of using an electronic data processing system connecting the computer used by a sender and the computer used by a receiver over a telecommunications line, by which information is sent over the

- telecommunications line and recorded in a file stored on the computer used by the receiver;
- (ii) means of delivering information, which are prepared with any object enabling secure storage of certain information through magnetic disks or any other means equivalent thereto.
- (2) The means listed in the preceding items must be the ones by which a receiver can prepare a written document by outputting the record from a file.
- (3) The type and content of the electronic or magnetic means to be shown pursuant to the provisions of Article 36-2, paragraph (3) of the Order (including the cases where applied mutatis mutandis pursuant to Article 36-5, paragraph (2) of the Order) are to be the following:
- (i) the means used by a sender among the means listed in each item of paragraph (1);
 - (ii) the method of recording into the file.

(Form of Proxy Card)

Article 43 The proxy card prescribed in Article 36-2, paragraph (5) of the Order must have a column for each proposal in which a solicited person is to state whether the person approves or rejects the proposal; provided, however, that this is not to prevent from adding a separate column for abstention.

(Cases Where Submission of Copies of Documents Is Not Required)

Article 44 The cases specified by Cabinet Office Order prescribed in Article 36-3 of the Order are to be those where the reference documents for shareholders meeting and voting cards have been delivered to all shareholders of a company issuing the shares (limited to persons who can exercise voting rights at the shareholders meeting) for the same shareholders meeting.

(Electronic or Magnetic Record)

- Article 45 (1) The electronic or magnetic record specified by Cabinet Office Order prescribed in Article 36-3 of the Order is to be a magnetic disk with a structure being a 90 millimeter flexible disk cartridge that complies with Japanese Industrial Standards (hereinafter referred to as "JIS" in this Article) X 6223 under the Industrial Standardization Act (Act No. 185 of 1949).
- (2) Recording by the electronic or magnetic record prescribed in the preceding paragraph must be made in accordance with the following:
- (i) track format prescribed in JIS X 6225;
 - (ii) volume and file configuration prescribed in JIS X 0605.
- (3) Documents containing the following must be attached to the label area prescribed in JIS X 6223 of the electronic or magnetic record prescribed in paragraph (1):

- (i) name of the person submitting the record;
- (ii) date of submission.