

(Amended section underlined)

Existing Articles of Incorporation	Proposed changes
<p>CHAPTER II SHARES</p> <p>ARTICLE 5. TOTAL NUMBER OF SHARES AUTHORISED TO BE ISSUED</p> <p>The total number of shares authorised to be issued by the Company shall be three billion and six hundred million (3,600,000,000).</p> <p>ARTICLE 8. NUMBER OF SHARES CONSTITUTING ONE TRADING UNIT AND NON-ISSUANCE OF SHARE CERTIFICATES CONSTITUTING LESS THAN ONE TRADING UNIT</p> <p>1. The number of shares constituting one trading unit <u>of the Company</u> shall be one hundred (100).</p> <p>2. Notwithstanding the provisions of Article 6, the Company shall not issue share certificates representing shares constituting less than one</p>	<p>CHAPTER II SHARES</p> <p>ARTICLE 5. TOTAL NUMBER OF SHARES AUTHORISED TO BE ISSUED</p> <p>The total number of shares authorised to be issued by the Company shall be three billion and six hundred million (3,600,000,000). <u>The total number of shares of common stock authorized to be issued by the Company shall be three billion and six hundred million (3,600,000,000) and the total number of shares of Class I preferred stock authorized to be issued by the Company shall be one billion and eight hundred million (1,800,000,000).</u></p> <p>ARTICLE 8. NUMBER OF SHARES CONSTITUTING ONE TRADING UNIT AND NON-ISSUANCE OF SHARE CERTIFICATES CONSTITUTING LESS THAN ONE TRADING UNIT</p> <p>1. The number of shares <u>of common stock of the Company</u> constituting one trading unit shall be one hundred (100). <u>The number of shares of Class I preferred stock of the Company constituting one trading unit shall be one hundred (100).</u></p> <p>2. Notwithstanding the provisions of Article 6, the Company shall not issue share certificates representing shares constituting less than one</p>

<p>trading unit, unless otherwise set forth in the Share Handling Regulations.</p> <p>[Newly Created]</p> <p>[Newly Created]</p>	<p>trading unit, unless otherwise set forth in the Share Handling Regulations.</p> <p><u>CHAPTER II-II</u></p> <p><u>CLASS I PREFERRED STOCK</u></p> <p><u>ARTICLE 11-2. DIVIDENDS OF SURPLUS FOR SHAREHOLDERS OF CLASS I PREFERRED STOCK</u></p> <p><u>1. When distributing dividends of surplus to the shareholders or registered stock pledgees listed or recorded in the register of shareholders as of the closing of the last day of each business year ("Year-End Dividends"), the Company shall pay to the shareholders of Class I preferred stock ("Shareholders of Class I Preferred Stock") or registered stock pledgees of Class I preferred stock ("Registered Class I Preferred Stock Pledgees") listed or recorded in the register of shareholders as of the closing of the last day of the relevant business year, in priority to the shareholders of common stock ("Shareholders of Common Stock") and registered stock pledgees of common stock ("Registered Common Stock Pledgees"), cash in the amount prescribed by the resolution of the Board of Directors prior to the issuance of Class I preferred stock (however, in the</u></p>
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	<p> <u>event that dividends of surplus have been distributed in cash to Class I Preferred Shareholders or Registered Class I Preferred Stock Pledgees based on the register of shareholders as of a prescribed record date during the business year in which the record date for said Year-End Dividends falls under Paragraph 4, cash in the amount obtained by deducting the amount of dividend of surplus that has been distributed for each share of Class I preferred stock (zero in the event that such amount is less than zero); hereinafter referred to as “Class I Preferred Stock Dividends”).</u> </p> <p> <u>2. After the payment of Class I Preferred Stock Dividends and Accumulated Dividends Payable (as defined in the following paragraph), in the event that Year-End Dividends are to be distributed and the amount obtained by multiplying “the amount of dividend of surplus to be distributed for each share of common stock” by “the percentage prescribed by the resolution of the Board of Directors prior to the issuance of Class I preferred stock (no less than 200% and no more than 500%; hereinafter referred to as the “Class I Preferred Stock Dividend Rate”)” exceeds the amount of Class I Preferred Stock Dividends, the Company shall distribute to the</u> </p>
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	<p><u>Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees, pari passu with the Shareholders of Common Stock or Registered Common Stock Pledgees, dividends of surplus of the same type as that distributed to the Shareholders of Common Stock or Registered Common Stock Pledgees in an amount equal to the amount of said excess for each share of Class I Preferred Stock (amounts less than one (1) yen, if any, shall be rounded off).</u></p> <p><u>3. In the event the amount of dividend of surplus paid in cash to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees falls short of the Class I Preferred Stock Dividend in a given business year, the amount of said shortage per share of Class I preferred stock (hereinafter referred to as "Accumulated Dividends Payable") shall be accumulated for the subsequent business years. With respect to the Accumulated Dividends Payable, cash shall be paid to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees in priority to the distribution of dividends of surplus stipulated in Paragraphs 1, 2 and 4 until the amount of such cash payment reaches the amount of Accumulated Dividends Payable per</u></p>
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<p>[Newly Created]</p>	<p><u>share of Class I preferred stock.</u></p> <p><u>4. When distributing dividends of surplus (excluding Year-End Dividends), the Company shall distribute to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees, pari passu with the Shareholders of Common Stock and Registered Common Stock Pledgees, dividends of surplus of the same type as that distributed to the Shareholders of Common Stock or Registered Common Stock Pledgees in the amount obtained by multiplying the amount of dividend of surplus to be distributed to the Shareholders of Common Stock or Registered Common Stock Pledgees for each share of common stock by the Class I Preferred Stock Dividend Rate for each share of Class I Preferred Stock (amounts less than one (1) yen, if any, shall be rounded off).</u></p> <p><u>ARTICLE 11-3. DISTRIBUTIONS OF RESIDUAL ASSETS TO SHAREHOLDERS OF CLASS I PREFERRED STOCK</u></p> <p><u>1. When distributing the residual assets of the Company, cash in the amount of the Accumulated Dividends Payable shall be paid to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees in priority to the Shareholders of Common Stock and</u></p>
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<p>[Newly Created]</p>	<p><u>Registered Common Stock Pledgees.</u></p> <p><u>2. In the event that any residual assets remain after the distribution thereof in accordance with the preceding paragraph, the Company shall distribute to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees, pari passu with the Shareholders of Common Stock and Registered Common Stock Pledgees, residual assets of the same type and amount as that distributed to the Shareholders of Common Stock or Registered Common Stock Pledgees for each share of Class I Preferred Stock.</u></p> <p><u>ARTICLE 11-4. VOTING RIGHTS</u></p> <p><u>The Shareholders of Class I Preferred Stock shall not have voting rights on any matter at general meetings of shareholders; provided, however, that in the event that no resolutions have been adopted for two consecutive business years to pay Class I Preferred Stock Dividends and Accumulated Dividends Payable in their entirety based on the register of shareholders as of the prescribed record date during each business year, the Shareholders of Class I Preferred Stock shall have voting rights at general meetings of shareholders starting from the first ordinary general meeting of</u></p>
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shareholders held after the end of said second business year (however, in the event that a resolution to pay Class I Preferred Stock Dividends and Accumulated Dividends Payable in their entirety is submitted to and rejected at said ordinary general meeting of shareholders, starting immediately upon the adjournment of said ordinary general meeting of shareholders) and until such time as a resolution to pay Class I Preferred Stock Dividends and Accumulated Dividends Payable in their entirety is adopted.

ARTICLE 11-5. RESOLUTIONS BY GENERAL MEETINGS OF CLASS SHAREHOLDERS

1. Unless otherwise provided for by laws or ordinances or these Articles of Incorporation, resolution of the general meeting of class shareholders consisting of the Shareholders of Class I Preferred Stock shall not be required for the Company to engage in the acts listed under each Item in Article 322 Paragraph 1 of the Corporation Law.
2. The provisions of Article 13 shall apply mutatis mutandis to general meetings of class shareholders convened within three (3) months commencing on the day following the last day of each business year.
3. The provisions of Article 14, Article 15, Article 16 Paragraph 1 and Article

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17 shall apply mutatis mutandis to general meetings of class shareholders.

4. The provisions of Article 16 Paragraph 2 shall apply mutatis mutandis to the resolutions of general meetings of class shareholders under Article 324 Paragraph 2 of the Corporation Law.

ARTICLE 11-6. ACQUISITION OF CLASS I PREFERRED STOCK IN EXCHANGE FOR COMMON STOCK

1. In the event of any of the following Items, the Company shall, upon the arrival of the date stipulated in the relevant Item (or such earlier date as may be prescribed by the Board of Directors), acquire all shares of the Class I preferred stock of the Company issued and outstanding as of said date (excluding shares of Class I preferred stock held by the Company) and issue one (1) share of common stock to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees in exchange for each one (1) share of Class I preferred stock acquired:

(1) in the event that a proposal relating to a merger, as a result of which the Company will dissolve, or to a kabushiki kokan (share exchange) or kabushiki iten (share transfer; limited to cases where the share transfer is conducted jointly with another

	<p> <u>kabushiki kaisha (joint stock company)), as a result of which the Company will become a wholly owned subsidiary of another company, is approved by the general meetings of shareholders (or, where resolution of the general meeting of shareholders is not required, by the meeting of the Board of Directors) of all of the companies concerned, the day before the effective date of said merger, share exchange or share transfer; or</u> </p> <p> <u>(2) in the event that a tender offer bid is made on the shares issued by the Company and the holding ratio of shares and other securities of said tender offer bidder as a result thereof becomes two thirds or more of the total, the ninetieth (90th) day from the date of submission of the tender offer bid report indicating said holding ratio of shares and other securities.</u> </p> <p> <u>As used in this Item, “tender offer bid” shall mean the tender offer bid stipulated in Article 27-3, Paragraph 1 of the Financial Instruments and Exchange Act, “holding ratio of shares and other securities” shall mean the holding ratio of shares and other securities stipulated in Article 27-2, Paragraph 1, Item 1 of the Financial Instruments and Exchange Act, and “tender offer bidder” and “tender offer bid report” shall mean the tender offer bidder and tender</u> </p>
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<p>[Newly Created]</p>	<p><u>offer bid report stipulated in Chapter 2-2, Section 1 of the Financial Instruments and Exchange Act, respectively.</u></p> <p><u>2. In the event that the financial instruments exchange on which the Class I preferred stock of the Company is listed decides to delist the Class I preferred stock, the Company may, upon the arrival of the date prescribed by the Board of Directors, acquire all shares of the Class I preferred stock of the Company issued and outstanding as of said date (excluding shares of Class I preferred stock held by the Company) and issue one (1) share of common stock to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees in exchange for each one (1) share of Class I preferred stock acquired.</u></p> <p><u>ARTICLE 11-7. SPLIT, CONSOLIDATION, ETC., OF STOCK</u></p> <p><u>1. When executing a stock consolidation, the Company shall do so simultaneously and at the same rate with respect to the common stock and the Class I preferred stock.</u></p> <p><u>2. When executing a stock split or free allotment of stock, the Company shall do so in accordance with one of the following methods:</u></p> <p><u>(1) execute the stock split simultaneously and at the same rate</u></p>
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	<p><u>with respect to both the common stock and the Class I preferred stock;</u></p> <p><u>(2) execute a stock split with respect to either the common stock or the Class I preferred stock, and conduct a free allotment of the class of stock subject to the stock split to the shareholders or registered stock pledgees of the class of stock not subject to the stock split, simultaneously and at the same rate as the stock split; or</u></p> <p><u>(3) execute a free allotment of common stock to the Shareholders of Common Stock or Registered Common Stock Pledgees and a free allotment of Class I preferred stock to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees, simultaneously and at the same rate.</u></p> <p><u>3. When granting the right to receive allotment of offered stock to the shareholders of the Company, the Company shall grant the right to receive allotment of common stock to the Shareholders of Common Stock and the right to receive allotment of Class I preferred stock to the Shareholders of Class I Preferred Stock, simultaneously and at the same rate.</u></p> <p><u>4. When granting the right to receive allotment of offered stock option rights to the shareholders of the Company, the Company shall grant the right to receive allotment of stock</u></p>
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	<p><u>option rights for common stock to the Shareholders of Common Stock and the right to receive allotment of stock option rights for Class I preferred stock to the Shareholders of Class I Preferred Stock, simultaneously and at the same rate.</u></p> <p><u>5. When executing a free allotment of stock option rights, the Company shall execute a free allotment of stock option rights for common stock to the Shareholders of Common Stock or Registered Common Stock Pledgees and a free allotment of stock acquisition right for Class I preferred stock to the Shareholders of Class I Preferred Stock or Registered Class I Preferred Stock Pledgees, simultaneously and at the same rate.</u></p> <p><u>6. When executing a share transfer (excluding cases where the share transfer is conducted jointly with another joint stock company), the Company shall replace the common stock of the Company held by the Shareholders of Common Stock or Registered Common Stock Pledgees by delivering to them shares of the same class of stock as common stock issued by the 100% parent company established upon the share transfer and replace the Class I preferred stock of the Company held by the Shareholders of Class I Preferred Stock or Registered Class I</u></p>
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<p>[Newly Created]</p>	<p><u>Preferred Stock Pledges by delivering to them shares of the same class of stock as Class I preferred stock issued by the 100% parent company established upon the share transfer, simultaneously and at the same rate.</u></p> <p><u>7. When amending the Articles of Incorporation with respect to the number of shares constituting one trading unit, the Company shall do so simultaneously and at the same rate with respect to the common stock and the Class I preferred stock.</u></p> <p><u>8. Adjustment of Class I Preferred Stock Dividends and Accumulated Dividends Payable in the event of Paragraphs 1 to 6 will be made according to the method provided by resolution of the Board of Directors prior to issuance of the Class I preferred stock.</u></p> <p><u>9. Paragraphs 1 to 7 of this Article shall apply only when Class I preferred stock is outstanding.</u></p> <p><u>ARTICLE 11-8. OTHER MATTERS</u></p> <p><u>In addition to the provisions of Article 11-2 through Article 11-7, the Company may provide for matters concerning Class I preferred stock prior to the issuance thereof through the resolution of the Board of Directors.</u></p>
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