

# SHARE HANDLING REGULATIONS OF NIPPON SANSO HOLDINGS CORPORATION

(September 2, 2022)

## Chapter 1 General

(Purpose)

Article 1 The share handling processes, including the procedure for the exercise of shareholder's rights, of the Company, and handling fees shall be as set forth by Japan Securities Depository Center, Incorporated (hereinafter the "Center"), or any securities companies, banks, trust banks or other account management institutions with which shareholders maintain transfer accounts (hereinafter each a "Securities Company"), as well as in accordance with these Regulations provided under the Articles of Incorporation.

(Shareholder Register Manager)

Article 2 A shareholder register manager for the Company and its handling office shall be as follows:

Shareholder register manager

1-3-3 Marunouchi, Chiyoda-ku, Tokyo

Mizuho Trust & Banking Co., Ltd.

Handling office of the shareholder register manager

1-3-3 Marunouchi, Chiyoda-ku, Tokyo

Stock Transfer Agency Department of the Head Office of

Mizuho Trust & Banking Co., Ltd.

## Chapter 2 Registration in Shareholder Register, etc.

(Registration in Shareholder Register)

Article 3 1. A change to the entries in the shareholder register shall be made upon notice from the Center, including without limitation a general shareholders notice (except for such notice (hereinafter an "Individual Shareholder Notice") as provided for by Article 154, Paragraph 3 of the Act on Book-Entry Transfer of Company Bonds, Shares, etc. (hereinafter the "Book-Entry Transfer Act")).

2. In addition to the preceding Section, a change to the entries in the shareholder register shall, with respect to the issue of new shares or as otherwise provided by law, be made without notice from the Center.

3. Entries shall be made in the shareholder register by using the Center's designated characters and symbols.

(Notice Relating to Entry in Shareholder Register, etc.)

Article 4 1. A person registered in the shareholder register (hereinafter a "Shareholder") shall, as specified by the Center, give notice of his/her/its name, address, and any other necessary matters through a Securities Company or the Center. The same shall apply in the event of a change thereto.

2. Notwithstanding the preceding Section, with respect to any matter, notice of which is not required to be given through a Securities or the Center, such notice shall, in the Company's designated form, be given to the shareholder register manager.

(Representative of Corporate Shareholder)

Article 5 A corporate Shareholder shall, as specified by the Center, give notice of one (1) representative through a Securities Company or the Center. The same shall apply in the event of a change thereof.

(Representative of Joint Shareholders)

Article 6 Joint shareholders shall select one (1) representative and shall, as specified by the Center,

give notice of his/her/its name and address through a Securities Company or the Center. The same shall apply in the event of a change thereof or thereto.

(Legal Representative)

Article 7 A legal representative of a shareholder, including without limitation a person having parental rights with respect to him/her and his/her guardian, shall, as specified by the Center, give notice of his/her name and address through a Securities Company or the Center. The same shall apply in the event of a change thereof or thereto or the termination of parental rights or guardianship.

(Notice of Address of Foreign Resident Shareholder to which Notice is to be Sent)

Article 8 A foreign resident Shareholder shall select a standing proxy in Japan or specify an address in Japan to which notice is to be sent, and shall, as specified by the Center, give notice of his/her/its name and address or an address to which notice is to be sent, through a Securities Company or the Center. The same shall apply in the event of a change thereof or thereto, or the termination of the proxy.

(Method of Confirmation through the Center)

Article 9 The notice received by the Company from a Shareholder through a Securities Company or the Center shall be deemed to be given by the Shareholder.

### **Chapter 3 Identification of Shareholder**

(Identification of Shareholder)

Article 10 1. If a shareholder (including a shareholder giving an Individual Shareholder Notice) exercises any shareholder's right, including without limitation making any request (hereinafter a "Request"), the shareholder shall attach thereto or submit documentation proving that the shareholder is making such Request (hereinafter "Supporting Documentation") unless the Company can confirm that the Request is made by the shareholder.

2. If a Request is received by the Company from a shareholder or such proxy as set forth in the next Section through a Securities Company or the Center, such Request shall be deemed to be given by the shareholder or proxy, and Supporting Documentation or any documentation proving that the proxy referred to in the next Section is prepared by the shareholder shall not be required.

The Company may, however, request the submission of Supporting Documentation as it deems necessary.

3. If a Request is made through a proxy of a shareholder, such Request must be accompanied by the proxy with the shareholder's signature thereto or his/her/its name and seal thereon, and documentation proving that such proxy is prepared by the shareholder. The proxy must specify the name and address of the person acting on behalf of the shareholder.

4. Sections 1 and 2 shall apply mutatis mutandis with respect to such proxy.

### **Chapter 4 Procedure for Exercise of Shareholder's Right**

(Request for materials in paper form and statements of objections)

Article 11 Requests for the provision in paper form of the contents of reference materials, etc., for the general meeting of shareholders that are provided electronically as specified in Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as "Requests for Materials in Paper Form"), as well as statements of objections, as specified in the Paragraph 5 of the same, shall be made in writing. However, Request for Materials in Paper Form made through Securities Companies and Center shall be made in accordance with the regulations adopted by Securities Companies and Center.

(Minority Shareholder's Right, etc.)

Article 12 If a shareholder directly exercises any minority shareholder's or other right with respect to the Company as provided for by Article 147, Paragraph 4 of the Book-Entry Act, the shareholder shall do so in writing with his/her/its signature thereto or his/her/its name and seal thereon that is accompanied by a receipt for an Individual Shareholder Notice.

(Preparation of Reference Document for Shareholders Meeting with Respect to Proposals Submitted by Shareholders)

Article 13 If a proposal is submitted by a shareholder to a general meeting of shareholders, the number of characters set by the Company pursuant to Article 93, Paragraph 1 of the Regulation for Enforcement of the Companies Act shall be as follows:

(1) Reason for submission

No more than four hundred (400) characters for each proposal

(2) Matters to be stated in a reference document for shareholders meeting if a proposal submitted relates to the appointment of an officer

No more than four hundred (400) characters for each candidate

(Method of Requesting Purchase of Share(s) less than One Unit)

Article 14 If a shareholder requests the purchase by the Company of a share(s) less than one (1) unit, such request shall, as set forth by the Center, be made by the shareholder through a Securities Company or the Center.

(Determination of Purchase Price)

Article 15 1. A price per share for the request for purchase referred to in the preceding Article shall be the final price as quoted on a market established by the Tokyo Stock Exchange on the date the request for purchase is received at the handling office of the shareholder register manager; provided that if no transaction is made or the stock exchange is closed for business on such date, the price per share for the purchase shall be the price at which the first transaction is entered into on the next following business day.

2. A price for the purchase shall be an amount calculated by multiplying the price per share for the purchase referred to in the preceding Section by the number of shares of the request for purchase.

(Payment of Proceeds)

Article 16 1. The Company shall pay proceeds as calculated pursuant to the preceding Article, less a fee set out in Article 25, on the fourth (4th) business day after and including the date following the date a price per share for the purchase is determined as set forth by the Center, except as otherwise specified by the Company.

2. The shareholder requesting the purchase may request that the payment of the proceeds be made by bank transfer to the shareholder's designated account or by payment in cash at Japan Post Bank.

(Transfer of Share Purchased)

Article 17 A share(s) less than one (1) unit with respect to which a request for purchase is made shall be transferred by book-entry to the Company's transfer account on the date the proceeds referred to in the preceding Article is paid or its payment procedure is completed.

(Method of Requesting Additional Purchase of Share(s) less than One Unit)

Article 18 If a shareholder holding a share(s) less than one (1) unit requests that a number of shares be sold by the Company to the shareholder so that the shareholder would, together with the share(s) less than one (1) unit held by him/her/it, have a unit of shares (hereinafter a "Request for Additional Purchase"), such request shall, as set forth by the Center, be made by the shareholder through a Securities Company or the Center.

(Requests for Additional Purchase of Shares Exceeding Balance of Treasury Shares)

Article 19 If the aggregate number of shares with respect to which Requests for Additional Purchase are received on the same date without knowledge of the order of their arrivals exceeds the number of transferable treasury shares held by the Company, all of the Requests for Additional Purchase received on the same date shall not become effective.

(Effective Date of Request for Additional Purchase)

Article 20 A Request for Additional Purchase shall become effective as of the date such request is received at the handling office of the shareholder register manager.

(Determination of Price for Additional Purchase)

Article 21 1. A price per share for the additional purchase shall be the final price as quoted on a market established by the Tokyo Stock Exchange on the effective date of the Request for Additional Purchase; provided that if no transaction is made or the stock exchange is closed for business on such date, the price per share for the additional purchase shall be the price at which the first transaction is entered into on the next following business day.

2. A price for the additional purchase shall be an amount calculated by multiplying the price per share for the additional purchase referred to in the preceding Section by the number of shares of the Request for Additional Purchase.

(Transfer of Share Additionally Purchased)

Article 22 An application for the book-entry transfer to a transfer account of a shareholder making a Request for Additional Purchase with respect to treasury shares corresponding to the number of shares of the Request for Additional Purchase shall, as set forth by the Center, be made by the Company, when it is confirmed that proceeds for the additional purchase consisting of the price for the additional purchase plus a fee set out in Article 25 have been transferred to the Company's designated bank account by the shareholder making the Request for Additional Purchase through a Securities Company.

(Periods During Which Acceptance of Requests for Additional Purchase Is Suspended)

Article 23 1. The Company will suspend acceptance of Requests for Additional Purchase each year for the periods beginning on the tenth (10) business day before and including, and ending on, the days listed below:

- (1) March 31;
- (2) September 30; and
- (3) Any other days as specified by the Center, including without limitation the Record Date for Shareholders (as the term is defined in Article 144 of the Operational Rules regarding Book-Entry Transfer of Shares, etc. provided by the Center)

2. Notwithstanding the foregoing, the Company may, as it deems necessary, set any additional period during which acceptance of Requests for Additional Purchase is suspended.

## **Chapter 5 Special Exception for Special Account**

(Special Exception for Special Account)

Article 24 The management of special accounts, including without limitation the identification of Shareholders for which special accounts are opened, shall be as set forth by the Center and as otherwise set forth by account management institutions with which such special accounts are opened.

## **Chapter 6 Fee**

(Fee)

Article 25 1. Fees for the handling processes set forth in these Regulations shall be as follows:

- (1) In the case of the purchase of a share(s) less than one (1) unit under Article 14 (Method of Requesting Purchase of Share(s) less than One Unit) or the additional purchase of a share(s) less than one (1) unit under Article 18 (Method of Requesting Additional Purchase of Share(s) less than One Unit)

An amount calculated by using the following formula, plus consumption tax:

(Price per share for purchase as set forth in Article 15 or for additional purchase as set forth in Article 21) x Share unit number x Number of shares of a request for purchase or Request for Additional Purchase / Share unit number x 1.15%

For purposes of calculation, a fee per share unit shall, however, be deemed to be two thousand five hundred yen (¥2,500) if the calculated fee per share unit is less than two thousand five hundred yen (¥2,500).

(2) In the case of the exercise of a minority shareholder's or other right under Article 12 (Minority Shareholder's Right, etc.)

Actual expenses will be charged.

2. Any fees payable by Shareholders to Securities Companies or the Center shall be borne by such Shareholder.

### **Chapter 7 Request for General Shareholders Notification, etc.**

(Request by the Company for General Shareholders Notification)

Article 26 The Company may request the Center to provide a general shareholders notification if a reasonable cause arises, including without limitation if:

- (1) such request is required for the Company to provide notice to Shareholders pursuant to law, the Securities Listing Regulations, the Articles of Incorporation, and any other applicable rules (hereinafter "Laws");
- (2) such request is required for the Company to publicly announce, or submit to a relevant public agency or stock exchange, information related to Shareholders pursuant to Laws;
- (3) the Company intends to take any action for Shareholders, considering shareholders' common interests, with respect to shares transferred by book-entry;
- (4) such request is required for the Company to avoid delisting, revocation of license, or any other event that might cause damage to the Company or any Shareholder; or
- (5) the Company determines it appropriate to reflect in the shareholder register the current shareholdings of Shareholders as of such time as specified by the Board of Directors.

(Request for Information by the Company)

Article 27 The Company may make such request as provided for in Article 277 of the Book-Entry Transfer Act to a Securities Company or the Center if a reasonable cause arises, including without limitation if:

- (1) a relevant Shareholder gives consent thereto;
- (2) such request is required for the Company to confirm that any person claiming to be a shareholder of the Company is its true shareholder;
- (3) such request is required for the Company to confirm that a shareholder satisfies the requirements to exercise shareholder's rights;
- (4) such request is required for the Company to publicly announce, or submit to a relevant public agency or stock exchange, information related to Shareholders pursuant to Laws;
- (5) such request is required for the Company to avoid delisting, revocation of license, or any other event that might cause damage to the Company or any Shareholder; or
- (6) the Company is aware that any specific person intends, acting as a shareholder of the Company, to make a Request.

### **Chapter 8 Other**

(Amendment)

Article 28 An amendment to these Regulations shall be made upon resolution of the Board of Directors.

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